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FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

miami gardens restaurants, inc.

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ARTICLES OF INCORPORATION

OF

MIAMI GARDENS RESTAURANTS, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
2004 DEC 21 AM 8:23  
FILED

The undersigned, acting as incorporator(s) corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I  
NAME OF CORPORATION

The name of the corporation shall be MIAMI GARDENS RESTAURANTS, INC.

ARTICLE II  
DURATION

This corporation is to have perpetual existence.

ARTICLE III  
NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV  
CAPITAL STOCK

The corporation is authorized to issue One Thousand (1,000) shares all at One (\$1.00) Dollar par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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ARTICLE V  
CORPORATE ADDRESS

The initial street address in the State of Florida of the principal office of this corporation is as follows:

19301 Northwest 19<sup>th</sup> Avenue  
Miami Gardens, Florida 33056

ARTICLE VI  
INITIAL REGISTERED AGENT

The initial Registered Agent of this corporation is as follows:

Scott R. Jay  
1575 Ives Dairy Road  
Miami, Florida 33179

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) director(s) initially. The number of Directors may be either increased or decreased from time to time by an amendment of the By-laws of the corporation in the manner provided by law, but shall never be less than one (1).

<u>NAMES</u>	<u>ADDRESSES</u>
ALASTAIRE McFARLANE, Pres/Dir	19301 Northwest 19 <sup>th</sup> Avenue Miami Gardens, Florida 33056
ERIC McFARLANE VicePres/Dir	10205 Tulip Tree Drive Mitchellville, Maryland 20721
GLORIA McFARLANE Sec/Treas/Dir	19301 Northwest 19 <sup>th</sup> Avenue Miami Gardens, Florida 33056

ARTICLE VIII  
INCORPORATORS

The name(s) and address(es) of the Incorporator(s) signing these Articles is/are:

NAME(S)

ADDRESS(ES)

ALASTAIRE MCFARLANE

19301 Northwest 19<sup>th</sup> Avenue  
Miami Gardens, Florida 33056

ARTICLE IX  
AMENDMENT OF BY-LAWS

The power to adopt, alter, amend or appeal the By-Laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

ARTICLE X  
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

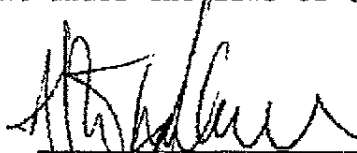
ARTICLE XI  
INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII**  
**AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.

  
\_\_\_\_\_  
ALASTAIRE MCFARLANE

STATE OF FLORIDA            )  
  )    ss:  
COUNTY OF MIAMI-DADE    )

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgements, personally appeared ALASTAIRE McFARLANE, who proved his identity by providing a copy of his Florida driver's license, and to me personally known to be the person described in and who executed the foregoing Articles of Incorporation, as incorporator and acknowledged before me that she subscribed to said Articles of Incorporation.

WITNESS my hand and seal this 24<sup>th</sup> day of November, 2004.

My Commission Expires:



KELLY RUPCHLEE  
MY COMMISSION # 00 113289  
EXPIRES: Jan 10, 2006  
Issued Through Notary Renewal

*Kelly Rupchlee*  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida

**REGISTERED AGENT CERTIFICATE**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - That MIAMI GARDENS RESTAURANTS, INC. desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of Miami, County of Miami-Dade, State of Florida, has named SCOTT R. JAY, located at 1575 Ives Dairy Road, Miami, Florida 33179, as its registered agent to accept service of process.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office open.

  
\_\_\_\_\_  
SCOTT R. JAY

