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From:

Account Name : ELK, BANKER & CHRISTU, LLP
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FLORIDA PROFIT CORPORATION OR P.A.

Palace Grill, Inc.

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ARTICLES OF INCORPORATION
OF
PALACE GRILL, INC.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST. The name of the corporation (hereinafter called the "corporation") is Palace Grill, Inc.

SECOND. The street address and mailing address is 6548 NW 13th Court, Suite 403, Plantation, Florida 33313 Attention: Mr. Steven Sponder

THIRD. The purpose of the corporation is to engage in any lawful business, act or activity for which corporations may be organized under the Florida Business Corporation Act.

FOURTH. The total number of shares that the corporation is authorized to issue is One Thousand (1,000) shares of Common Stock, \$.01 par value per share.

FIFTH. The street address of the initial registered office of the corporation in the State of Florida is 4800 N. Federal Highway, Suite 200E, Boca Raton, Florida. The name of the registered agent of the corporation is Scott A. Elk.

The written acceptance of said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

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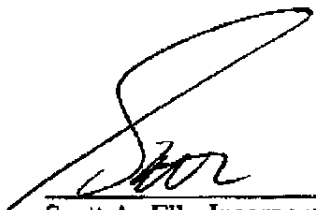
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SIXTH. The name and the address of the initial incorporator is Scott A. Elk at 4800 N. Federal Highway, Suite 200E, Boca Raton, Florida 33431.

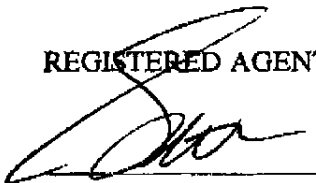
Signed on this 12th day of July, 2005



Scott A. Elk, Incorporator

THE UNDERSIGNED, named as the registered agent in the Fifth Article of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.

REGISTERED AGENT



Scott A. Elk

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