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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION**p & a restaurant corporation**

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June 22, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: P & A RESTAURANT CORPORATION
REF: W07000029685

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

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FAX Aud. #: H07000163554
Letter Number: 007A00041315

This instrument was prepared by:
Ira S. Silver, Esq.
Florida Bar #221351
Silver & Silver
108 S. Miami Avenue, 2nd Floor
Miami, FL 33130

(5)

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ARTICLES OF INCORPORATION
OF
P & A RESTAURANT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER (INCORPORATOR) to these Articles of
Incorporation, desiring to organize a corporation for the purposes hereinafter stated, pursuant to the
Laws of the State of Florida, hereby certifies as follows:

ARTICLE I - NAME

The name of this corporation is P & A RESTAURANT CORPORATION.

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted
under the Laws of the United States, the State of Florida, or any other state, country, territory, or
nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of One (\$1.00) par value
common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class

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or series as that which he already holds shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation is 1130 Normandy Drive, Miami Beach, Florida 33141. The name of the initial registered agent is Allen Manusoff, 1130 Normandy Drive, Miami Beach, Florida 33141.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial directors of this corporation is:

Allen Manusoff Director	1130 Normandy Drive Miami Beach, Florida 33141
Percy Colombier Director	1130 Normandy Drive Miami Beach, Florida 33141

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Allen Manusoff Director	1130 Normandy Drive Miami Beach, Florida 33141
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ARTICLE IX - POWERS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XII - SHAREHOLDER AGREEMENT

The shareholders of this corporation may at any time from time to time enter into shareholder agreements not inconsistent with the powers of authority conferred by law, but including provisions which by law is required to be permitted to be set forth in the by-laws of the corporation.

ARTICLE XII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 14th day of June, 2007.

P & A RESTAURANT CORPORATION

By: 

Allen Manusoff

By: 

Percy Colombier

STATE OF ~~FLORIDA~~ New York
COUNTY OF Queens)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Allen Manusoff and Percy Colombier, to me well known to be the persons who executed the foregoing Article of Incorporation, and acknowledged to me that the same was executed for the purposes herein stated.

SWORN TO AND SUBSCRIBED before me this 14th day of June, 2007.

My Commission Expires:


NOTARY PUBLIC

VIVIANA E. CABALLERO
Notary Public, State of New York
No. 01CA8091103
Qualified in Queens County
Commission Expires April 21, 2011

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ACKNOWLEDGMENT OF REGISTERED AGENT

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

P & A RESTAURANT CORPORATION

By:

Allen Manusoff

6/25/07

Temp P & A Restaurant Corp

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