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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Earl's Restaurant (Dadeland) Inc.**

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October 8, 2012

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: EARL'S RESTAURANT (DADELAND) INC.  
REF: W12000051410

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 and street address must be consistent wherever it appears in your document.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

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Claretha Golden  
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**ARTICLES OF INCORPORATION  
OF  
EARL'S RESTAURANT (DADELAND) INC.**

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**ARTICLE I**

**Name**

The name of the Corporation is Earl's Restaurant (Dadeland) Inc.

**ARTICLE II**

**Principal Office and Mailing Address**

The address of the principal office and the mailing address of the Corporation is 949 W. Third Street, Suite 108B, North Vancouver, British Columbia, Canada V7P 3P7.

**ARTICLE III**

**Purposes**

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, as amended.

**ARTICLE IV**

**Registered Agent and Office**

The address of the initial registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the initial registered agent at such office is CT Corporation System.

**ARTICLE V**

**Capital Stock**

The Corporation shall have authority to issue a total of ten thousand (10,000) shares of common stock, no par value.

**ARTICLE VI**

**Bylaw Amendment**

In furtherance and not in limitation of the powers conferred by the laws of Florida, each of the Board of Directors and shareholders is expressly authorized and empowered to make, alter, amend, and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the state of Florida or with these Articles of Incorporation. The shareholders of the

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Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

## **ARTICLE VII**

### **Keeping of Books**

The books of the Corporation may be kept at such place within or without the state of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

## **ARTICLE VIII**

### **Directors**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

## **ARTICLE IX**

### **Incorporator**

The name of the Incorporator is Reggie Zachariah, 401 East Las Olas Boulevard, Suite 2000, Fort Lauderdale, FL 33301.

## **ARTICLE X**

### **Indemnification**

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for violation of a criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (iv) for any transaction from which the director derived an improper personal benefit.

If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of the Corporation's directors shall be eliminated or limited to the fullest extent authorized by the Florida Business Corporation Act, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of any director, or any former director, of the Corporation to the fullest extent not prohibited by law in existence either now or hereafter.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

## **ARTICLE XI**

### **Amendment**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the state of Florida has signed these Articles of Incorporation this 4<sup>th</sup> day of October, 2012, and affirms that the statements made herein are true under the penalties of perjury.

  
Reggie Zachariah, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of Earl's Restaurant (Dadeland) Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CT CORPORATION SYSTEM:

By: Connie Bryan **Connie Bryan**  
Title: Assistant Secretary

Dated: October 5, 2012

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