

P93000085405

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000025323 5)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : STEARNS WEAVER MILLER, ET AL.
Account Number : 076077002504
Phone : (305) 789-3200
Fax Number : (305) 789-3395

*Registration letter
never received. Checkings
were made to document.
Please reply.
Thank you.*

RECEIVED
02 JAN 30 AM 7:42
DIVISION OF CORPORATIONS

BASIC AMENDMENT

ONE WORLD RESTAURANT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06 of 06
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing

Public Access Help

*AM/Rest/NC
9/23
1-30
(7)*

January 29, 2002

ONE WORLD RESTAURANT, INC.
21 ALMERIA AVENUE
CORAL GABLES, FL 33134

SUBJECT: ONE WORLD RESTAURANT, INC.
REF: P93000085405

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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

An extra BOX appears in the first paragraph and last line and also in the second paragraph first line of the document. Should they be in the document????

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H02000025323
Letter Number: 802A00005237

H02000025323 5

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ONE WORLD RESTAURANT, INC.**

FILED
02 JAN 30 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned, being the President of ONE WORLD RESTAURANT, INC., a Florida corporation (the "Corporation"), hereby executes and submits for filing with the Department of State, State of Florida, these Second Amended and Restated Articles of Incorporation (the "Amended Articles"), to read as follows:

ARTICLE I

NAME AND ADDRESS

The name of the corporation is NRV/CAB Management, Inc. The Corporation's principal office address and mailing address is 21 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

Filed by: J. Gerstenfeld, Corp. Legal Asst.
Stearns Weaver Miller Weissler, et al
150 West Flagler Street, Suite 2200
Miami, Florida 33130
T: 305-789-3545/F: 305-789-3395

H02000025323 5

ARTICLE III

CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation and the name of the registered agent of the Corporation at such office are:

<u>Name</u>	<u>Address</u>
Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.	c/o Richard E. Schatz 150 West Flagler Street, Suite 2200 Miami, Florida 33130

H02000025323 5

H02000025323 5

ARTICLE V

BOARD OF DIRECTORS

The Board of Directors of the Corporation shall be comprised of two people. The number of directors may be increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and address of the members of the Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Norman R. Van Aken	21 Almeria Avenue Coral Gables, Florida 33134
Carl A. Bruggemeier	21 Almeria Avenue Coral Gables, Florida 33134

ARTICLE VI

BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE VII

INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

H02000025323 5

ARTICLE VIII

AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

The foregoing Amended and Restated Articles of Incorporation were duly adopted and approved by the shareholders and the board of directors of the Corporation by unanimous written consent in lieu of a meeting, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act, as of January 29, 2002. The number of votes cast was sufficient for approval.

H02000025323 5

IN WITNESS WHEREOF, the undersigned President has executed these Amended
and Restated Articles of Incorporation this 29th day of January, 2002.

ONE WORLD RESTAURANT, INC.

By: 

Carl A. Bruggemeier, President

By: 

NORMAN R. Van Aken, Chairman

I:\W-CO\363@1001\A&R-2nd-AOL\MANAGEMENT.wpd

H02000025323 5

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Second Amended And Restated Articles of Incorporation and states that the undersigned is familiar with and accepts the obligations of Section 607.0501 of the Florida Statutes.

STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.

By: 

Richard E. Schatz

I:\W-CO\36369\001\RA-ACCEPTANCE.wpd

H02000025323 5