



Prentice Hall Legal & Financial Services

ATTN: (904) 222-7495

1201 HAYS STREET, SUITE 105
TALLAHASSEE, FL 32301

CORPORATION(S) NAME

CHARTER NUMBER

P95000004720

- | | |
|---|--|
| <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Annual Report | <input type="checkbox"/> Name Reservation |
| <input type="checkbox"/> Change of Registered Agent | <input type="checkbox"/> Name Registration |
| <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Non-Profit/Articles of Incorporation |
| <input type="checkbox"/> Domestication | <input type="checkbox"/> Other |
| <input type="checkbox"/> Fictitious Business Name | <input checked="" type="checkbox"/> Profit/Articles of Incorporation |
| <input type="checkbox"/> Foreign - Profit | <input type="checkbox"/> Reinstatement |
| <input type="checkbox"/> Foreign - Non-Profit | <input type="checkbox"/> Resignation of R.A., Off/Dir |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Trademark |
| <input type="checkbox"/> Limited Liability | <input type="checkbox"/> UCC/Filing 1 |
| <input type="checkbox"/> Mtr. Veh. | <input type="checkbox"/> UCC/Filing 3 |

- | | |
|--|---|
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> CUS |
| <input checked="" type="checkbox"/> Photocopy | <input type="checkbox"/> Good Standing |
| <input type="checkbox"/> Corporate Print-Out | <input type="checkbox"/> R.A., Off/Dir Search |
| <input type="checkbox"/> Fictitious/Owner Search | |

(☒) Walk in () Call if Problem () Will Wait (☒) Pick-up 7-19-95 DATE/TIME

FOR PRENTICE HALL'S USE ONLY

H. 3000 JAN 19 1995

BRANCH ORDERING: THL BY:
BRANCH RECEIVING: FE BY:
REF/JOB #
CLIENT MATTER #
SAME DAY ☒ 24 HR ROUTINE
VERBAL REQUESTED: YES OR NO
DATE SENT: / / MAIL FAX FED EXP.
FILED: / /
SENT TO: BRANCH CLIE'IT
SPECIAL INSTRUCTIONS:

CHECK #	<u> </u>
ST./CTY/ FEES	<u> </u>
CORR. FEE/	<u> </u>
SPEC. HANDL.	<u> </u>
MESSENGER	<u> </u>
COPIES	<u> </u>
FAY FEE	<u> </u>
TOTAL	<u> </u>

ARTICLES OF INCORPORATION
OF
STERN CORPORATION

FILED
95 JAN 19 11 18 34

The undersigned, being an individual, 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 corporate name for the corporation (hereinafter called the "corporation") is Stern Corporation.

SECOND: The address, wherever located, of the principal office of the corporation, if known, is 6100 Northwest 2nd Avenue, Apartment 424, Boca Raton, Florida 33487.

THIRD: The mailing address, wherever located, of the corporation is 6100 Northwest 2nd Avenue, Apartment 424, Boca Raton, Florida 33487.

FOURTH: The number of shares that the corporation is authorized to issue is 1000, all of which are of a par value of \$.01 each and are of the same class and are to be Common shares.

FIFTH: The street address of the initial registered office of the corporation in the state of Florida is 6100 Northwest 2nd Avenue, Apartment 424, Boca Raton, Florida 33487.

The name of the initial registered agent of the corporation at the said registered office is Craig Stern.

The written acceptance of the said initial registered agent, as required in 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.

SIXTH: The name and the address of the incorporator are:

NAME

ADDRESS

Marie E. DeCarlo

Dilworth, Paxson, Kalish & Kauffman
3200 The Mellon Bank Center
1735 Market Street
Philadelphia, Pennsylvania 19103

SEVENTH: Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the

corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire "issued shares of the same class of the corporation or equity and" voting shares of any class of the corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares, rights, options, bonds, securities, or obligations of the corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

EIGHTH: The purposes for which the corporation is organized, shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act are as follows: The owning and operating of restaurants and to have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory or by construction of law.

NINTH: The duration of the corporation shall be perpetual.

TENTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ELEVENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in

conformity with the provisions of the Florida Business Corporation Act.

Signed on January 11, 1995

Marie F. DeCarlo

Marie F. DeCarlo, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Craig Stern

Craig Stern

Date: January 11, 1995

FILED

95 JAN 19 PM 11:34

STATE
OF FLORIDA