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FISCHLER & FRIEDMAN, P.A.

ATTORNEYS AT LAW
116 SOUTHEAST SIXTH COURT
FORT LAUDERDALE FLORIDA 33301

MICHAEL A. FISCHLER*
CIRCUIT COURT MEDIATOR
FAMILY COURT MEDIATOR
HOWARD S. FRIEDMAN*

* ALSO MEMBER FEDERAL BAR

TELEPHONE
(305) 763-5778
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(305) 763-3238

January 24, 1995

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

950000017345
-01/26/95--01121--015
****122.50 ****122.50

Re: Articles of Incorporation
STADIUM BAR-B-QUE, INC.

Dear Sir:

Enclosed herein is an original and one copy of the Articles of Incorporation referenced above. Also enclosed is our check in the amount of \$122.50, covering the fees for same.

Please forward to the undersigned in the enclosed self-addressed Federal Express envelope, one certified copy of the Articles of Incorporation.

If you have any questions, please do not hesitate to contact me.

Sincerely,

FISCHLER & FRIEDMAN, P.A.

Michael A. Fischler
MICHAEL A. FISCHLER

FILED
95 JAN 26 AM 9:52
TALLAHASSEE, FLORIDA
STATE

MAF:ftm

Enclosures
1017.00

ARTICLES OF INCORPORATION
OF
STADIUM BAR-B-QUE, INC.

FILED
95 JAN 26 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: **STADIUM BAR-B-QUE, INC.**

ARTICLE II

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 10,000 shares of common stock, \$.01 par value per share.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT, PRINCIPAL OFFICE
AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Michael A. Fischler, Esquire
FISCHLER & FRIEDMAN, P.A.
116 Southeast 6th Court
Fort Lauderdale, Florida 33301

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially.

ARTICLE VII

INITIAL DIRECTOR

The name and address of the initial Director of this Corporation is:

Stephen Braggs
7051 Northwest 49th Street
Lauderhill, Florida 33319

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Michael A. Fischler, Esquire, FISCHLER &

FRIEDMAN, P.A., whose address is 116 Southeast 6th Court, Fort Lauderdale, Florida 33301.

ARTICLE IX

INDEMNIFICATION

This Corporation shall indemnify to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employers or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation.

Pursuant to Section 607.0850(9)(a) of the Florida Business Corporation Act, no court ordered indemnification shall, under any circumstances, be permitted.

ARTICLE X

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI

CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

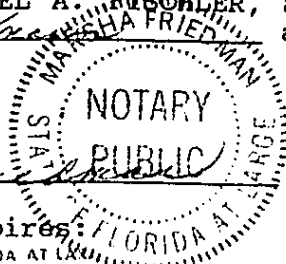
IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on January 25, 1995.

Michael A. Fischler
MICHAEL A. FISCHLER, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on this 25 day of January, 1995, by MICHAEL A. FISCHLER, as Incorporator who produced Personally Known as identification and did/did not take an oath.

Marsha M. Friedman
Notary Public
My Commission Expires: NOVEMBER 02, 1995
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES NOVEMBER 02, 1995
BONDED THRU HUCKLEBERRY & ASSOCIATES



(SEAL)

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

STADIUM BAR-B-QUE, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at: 116 Southeast 6th Court, Fort Lauderdale, Florida 33301, has named MICHAEL A. FISCHLER, ESQUIRE, whose address is 116 Southeast 6th Court, Fort Lauderdale, Florida 33301, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.


MICHAEL A. FISCHLER

FILED
05 JAN 26 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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see telephone call 3/9/95

Form SS-4 (Rev. December 1993) Department of the Treasury Internal Revenue Service

Application for Employer Identification Number

(For use by employers, corporations, partnerships, trusts, estates, churches, government agencies, certain individuals, and others. See instructions.)

EN 65-0561765

OMB No. 1545-0003 Expires 12-31-96

Please type or print clearly.

1 Name of applicant (Legal name) (See instructions.) Stadium Bar-B-Que, Inc.

2 Trade name of business, if different from name in line 1 n/a

3 Executor, trustee, "care of" name

4a Mailing address (street address) (room, apt., or suite no.) 1737 North University Drive

5a Business address, if different from address in lines 4a and 4b

4b City, state, and ZIP code Plantation, Florida 33314

5b City, state, and ZIP code

6 County and state where principal business is located Broward County, Florida

7 Name of principal officer, general partner, grantor, owner, or trustee—SSN required (See instructions.) Stephen Braggs, President 458-35-0179

8a Type of entity (Check only one box.) (See instructions.) [X] Sole Proprietor (SSN) [] REMIC [] State/local government [] Other nonprofit organization (specify) [] Other (specify) [] Estate (SSN of decedent) [] Plan administrator-SSN [] Other corporation (specify) [] Federal government/military [] Church or church controlled organization [] Trust [] Partnership [] Farmers' cooperative [] Personal service corp. [] National guard [] (enter GEN if applicable)

8b If a corporation, name the state or foreign country (if applicable) where incorporated Florida State Foreign country

9 Reason for applying (Check only one box.) [X] Started new business (specify) [] Hired employees [] Created a pension plan (specify type) [] Banking purpose (specify) [] Changed type of organization (specify) [] Purchased going business [] Created a trust (specify) [] Other (specify)

10 Date business started or acquired (Mo., day, year) (See instructions.) 3/1/95 11 Enter closing month of accounting year. (See instructions.) December

12 First date wages or annuities were paid or will be paid (Mo., day, year). Note: If applicant is a withholding agent, enter date income will first be paid to nonresident alien. (Mo., day, year) May 1, 1995

13 Enter highest number of employees expected in the next 12 months. Note: If the applicant does not expect to have any employees during the period, enter "0." Nonagricultural 5 Agricultural Household

14 Principal activity (See instructions.) Restaurant and carry out delivery food business

15 Is the principal business activity manufacturing? If "Yes," principal product and raw material used [] Yes [X] No

16 To whom are most of the products or services sold? Please check the appropriate box. [X] Public (retail) [] Other (specify) [] Business (wholesale) [] N/A

17a Has the applicant ever applied for an identification number for this or any other business? Note: If "Yes," please complete lines 17b and 17c. [] Yes [X] No

17b If you checked the "Yes" box in line 17a, give applicant's legal name and trade name, if different than name shown on prior application. Legal name Trade name

17c Enter approximate date, city, and state where the application was filed and the previous employer identification number if known. Approximate date when filed (Mo., day, year) City and state where filed Previous EIN

Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete. Business telephone number (include area code) (305) 423-1800

Name and title (Please type or print clearly.) Stephen Braggs, President

Signature [Signature] Date 3/9/95

Please leave blank [] Geo. [] Ind. [] Class [] Size [] Reason for applying