

P95000009360

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: PEREZ & ASSOC.
1019 SW 67 AVE

MIAMI FL 33144-00000-0000

CONTACT: MIRIAM PEREZ
PHONE: (305) 267-7808
FAX: (305) 264-4743

((H95000001299))
OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: SCALA GRILL CAFE BAR, INC.
FAX AUDIT NUMBER: H95000001299
DATE REQUESTED: 02/01/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$122.50
CURRENT STATUS: REQUESTED
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CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER:

072234002267

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((H95000001299))

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ENTER SELECTION AND <CR>:

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95 FEB -3 PM 3:20
TALLAHASSEE, FLORIDA

42-113-0-111

02/01/95

FAX AUDIT # H95000001299

ARTICLES OF INCORPORATION
OF
SCALA GRILL CAFE BAR, INC.

TALLAHASSEE, FLORIDA

55 FEB -3 PM 3:20

FILED

The undersigned, being a natural person and competent to contract, for the purpose of establishing a corporation under the Florida Business Corporation Act, Chapter 607, hereby adopt(s) the following Articles of Incorporation and does hereby certify that:

ARTICLE I - CORPORATE NAME AND ADDRESS

The name of the Corporation formed hereunder shall be: SCALA GRILL CAFE BAR, INC. and the principal place of business is located at 801 South Bayshore Drive, Miami, Florida 33131.

ARTICLE II - NATURE OF BUSINESS

The purpose of the corporation created hereunder shall be to engage in and transact any and all business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III - DURATION

The Corporation created hereunder shall continue as a separate entity, independent of its members, for all purposes, for a period that shall be perpetual or until dissolved by a vote of majority of the shareholders. On dissolution of the Corporation created hereunder, the Corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE IV - CAPITAL STOCK

The total number of shares of stock which the Corporation hereunder shall be authorized to issue shall be FIVE HUNDRED (500) shares. Said shares of stock shall be of a single class and shall have a par value of \$1.00 per share.

Prepared By:
Perez & Associates
1019 SW 67th Avenue
Miami, FL 33144
Fic (305) 264-4743

FAX AUDIT #
H95000001299

FAX AUDIT # H95000001299

ARTICLE V - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by By-Laws but shall never be less than one. The names and addresses of the initial directors of this Corporation is:

Jose Borney
President/Secretary/Treasurer
8171 NW 8th Street, #8
Miami, Florida 33126

The members of this first Board of Directors 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 VI - INCORPORATORS

The name and post office address of the incorporator executing these Articles of Incorporation is as follows:

Jose Borney
President/Secretary/Treasurer
8171 NW 8th Street, #8
Miami, Florida 33126

ARTICLE VII - BY-LAWS

By-Laws may be repealed or amended, and new By-Laws may be adopted by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any By-Laws adopted by the Shareholders, if the Shareholders specifically provide that such By-Laws are not subject to amendment or repeal by the Directors.

ARTICLE VIII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation Act, except that this Corporation shall not have the power to sell, mortgage, or pledge all or substantially all of its property and assets without prior Shareholder's approval.

FAX AUDIT #
H95000001299

FAX AUDIT # H95000001299

ARTICLE IX - REGISTERED AGENT

The Registered Agent of this Corporation and registered office in the State of Florida shall be: Jose Bormey
% Perez & Associates
1019 SW 67th Avenue
Miami, Florida 33144

ARTICLE X - ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general power conferred by the laws of the State of Florida and the purposes and objects hereinabove stated, the Corporation shall have the following powers:

- (a) *To enter into, or become partner in, any arrangement for sharing profits, union, interest, or corporation, joint venture, or otherwise, with any persons, firm, or corporation.*
- (b) *At its option, to purchase and acquire any or all of its stock owned and held by any Shareholder who should desire to sell, transfer, or otherwise dispose of its shares in accordance with the By-Laws adopted by the Shareholders of the Corporation setting forth the terms and conditions of such purchase; provided however, that the capital of the corporation is not impaired.*
- (c) *At its option, to purchase and acquire the shares owned and held by any Shareholder who dies, in accordance with the By-Laws adopted by the Shareholders of the corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the corporation is not impaired.*
- (d) *To enter into for the benefit of its employees, one or more of the following:*
 - (i) *A Pension Plan;*
 - (ii) *A Profit-Sharing Plan;*
 - (iii) *A Restricted Stock Option Plan;*
 - (iv) *A Medical Reimbursement Plan;*
 - (v) *Other Retirement or Incentive Compensation Plan.*

FAX AUDIT #
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FAX AUDIT # H95000001299

ACKNOWLEDGEMENT OF SIGNATURES

I, Jose Bormey, the undersigned, named as Registered Agent in the Articles of Incorporation of SCALA GRILL CAFE BAR, INC., do hereby accept the designation as Registered Agent and agree to comply with all the duties which are required under Florida Law for serving in the position of Registered Agent of said Corporation.

DATED at Miami, Dade County, Florida this 26th day of January of 1995

Jose Bormey
Jose Bormey

IN WITNESS WHEREOF, the undersigned as subscribing incorporator, has hereunto set his hand and seal this 26th day of January of 1995; for the purpose of forming this Corporation under the laws of the State of Florida, and hereby makes and files the Articles of Incorporation with the Secretary of State, thereby certifying that the facts herein stated are true and accurate to the best of his knowledge, information and belief.

Jose Bormey
Jose Bormey
President/Secretary/Treasurer

FILED
95 FEB -3 PM 3:20
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, a Notary Public duly authorized to make acknowledgments personally appeared Jose Bormey, who after being by me duly sworn, deposes and says that he is the person described as Incorporator in the foregoing Articles of Incorporation and who acknowledged before me that he executed said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida this 26th day of January of 1995.

My commission expires:
01 May 1998
CC#

Arnaldo Alfonso, Sr.
Arnaldo Alfonso, Sr.
Notary Public
State of Florida at large



FAX AUDIT #
H95000001299

P95000009360

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: PEREZ & ASSOC.
1019 NW 67 AVE

MIAMI FL. 33144-0000

CONTACT: MIRIAM PEREZ
PHONE: (305) 267-7888
FAX: (305) 264-4743

((H95000002607))

DOCUMENT TYPE:

NAME: SCALA GRILL CAFE BAR, INC.

FAX AUDIT NUMBER: H95000002607

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/07/1995

TIME REQUESTED: 13:41:46

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 2

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$35.00

ACCOUNT NUMBER:

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SECRETARY OF CORPORATIONS
95 MAR 1995 P11 3:00

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P95000009360

FILED STATE
SECRETARY OF
DIVISION OF CORPORATIONS
95 MAR 31 AM 11:03

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
33144-000033401-0000
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: PEREZ & ASSOC.
1019 SW 67 AVE
MIAMI FL.

CONTACT: MIRIAM PEREZ
PHONE: (305) 267-7888
FAX: (305) 264-4743

((H95000003690))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: SCALA GRILL CAFE BAR, INC.
FAX AUDIT NUMBER: H95000003690
DATE REQUESTED: 03/30/1995
CERTIFIED COPIES: 0
NUMBER OF PAGES: 2
ESTIMATED CHARGE: \$35.00
CURRENT STATUS: REQUESTED
TIME REQUESTED: 14:30:43
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
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Fax Audit # H95000003690

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAR 31 AM 11:03

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SCALA GRILL CAFE BAR, INC.
801 South Bayshore Drive, Miami, Florida 33131

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment to Article V: Initial Board of Directors

- The following person is hereby elected as Executive V.P./Treasurer:
Alberto Diaz
7600 Miami View Drive, North Bay Island, FL 33141
- As an officer of the corporation, he is hereby authorized to sign on the bank account of the corporation.

SECOND: Amendment to Article VIII: Amendment
If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: None.

THIRD: The date of each amendment's adoption: March 29, 1995

FOURTH: Adoption of Amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 25th day of March, 1995.

SCALA GRILL CAFE BAR, INC.


Jose Borney, President/Secretary

Prepared By:
Perez & Associates
1019 SW 67th Avenue • Miami, FL 33144
(305) 277-7888

Fax Audit # H95000003690

P9500000-9360

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: PEREZ & ASSOC.
1019 SW 67 AVE

MIAMI FL 33144-0000-0000

CONTACT: MIRIAM PEREZ

PHONE: (305) 267-7000

FAX: (305) 264-4743

((H95000001299))
OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: SCALA GRILL CAFE BAR, INC.
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TALLAHASSEE, FLORIDA

95 FEB -3 PM 3:20

FILED

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02/01/95

FAX AUDIT # H95000001299

ARTICLES OF INCORPORATION
OF
SCALA GRILL CAFE BAR, INC.

TALLAHASSEE, FLORIDA

55 FEB -3 PM 3:20

FILED

The undersigned, being a natural person and competent to contract, for the purpose of establishing a corporation under the Florida Business Corporation Act, Chapter 607, hereby adopt(s) the following Articles of Incorporation and does hereby certify that:

ARTICLE I - CORPORATE NAME AND ADDRESS

The name of the Corporation formed hereunder shall be: SCALA GRILL CAFE BAR, INC. and the principal place of business is located at 801 South Bayshore Drive, Miami, Florida 33131.

ARTICLE II - NATURE OF BUSINESS

The purpose of the corporation created hereunder shall be to engage in and transact any and all business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III - DURATION

The Corporation created hereunder shall continue as a separate entity, independent of its members, for all purposes, for a period that shall be perpetual or until dissolved by a vote of majority of the shareholders. On dissolution of the Corporation created hereunder, the Corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE IV - CAPITAL STOCK

The total number of shares of stock which the Corporation hereunder shall be authorized to issue shall be FIVE HUNDRED (500) shares. Said shares of stock shall be of a single class and shall have a par value of \$1.00 per share.

Prepared By:
Perez & Associates
1019 SW 67th Avenue
Miami, FL 33144
FAX (305) 264-4743

FAX AUDIT #
H95000001299

FAX AUDIT # H95000001299

ARTICLE V - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by By-Laws but shall never be less than one. The names and addresses of the initial directors of this Corporation is:

Jose Borney
President/Secretary/Treasurer
8171 NW 8th Street, #8
Miami, Florida 33126

The members of this first Board of Directors 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 VI - INCORPORATORS

The name and post office address of the incorporator executing these Articles of Incorporation is as follows:

Jose Borney
President/Secretary/Treasurer
8171 NW 8th Street, #8
Miami, Florida 33126

ARTICLE VII - BY-LAWS

By-Laws may be repealed or amended, and new By-Laws may be adopted by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any By-Laws adopted by the Shareholders, if the Shareholders specifically provide that such By-Laws are not subject to amendment or repeal by the Directors.

ARTICLE VIII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation Act, except that this Corporation shall not have the power to sell, mortgage, or pledge all or substantially all of its property and assets without prior Shareholder's approval.

FAX AUDIT #
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FAX AUDIT # H95000001299

ARTICLE IX - REGISTERED AGENT

The Registered Agent of this Corporation and registered office in the State of Florida shall be:
Jose Bormey
% Perez & Associates
1019 SW 67th Avenue
Miami, Florida 33144

ARTICLE X - ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general power conferred by the laws of the State of Florida and the purposes and objects hereinabove stated, the Corporation shall have the following powers:

- (a) *To enter into, or become partner in, any arrangement for sharing profits, union, interest, or corporation, joint venture, or otherwise, with any persons, firm, or corporation.*
- (b) *At its option, to purchase and acquire any or all of its stock owned and held by any Shareholder who should desire to sell, transfer, or otherwise dispose of its shares in accordance with the By-Laws adopted by the Shareholders of the Corporation setting forth the terms and conditions of such purchase; provided however, that the capital of the corporation is not impaired.*
- (c) *At its option, to purchase and acquire the shares owned and held by any Shareholder who dies, in accordance with the By-Laws adopted by the Shareholders of the corporation setting forth the terms and conditions of such purchase; provided, however, that the capital of the corporation is not impaired.*
- (d) *To enter into for the benefit of its employees, one or more of the following:*
 - (i) *A Pension Plan;*
 - (ii) *A Profit-Sharing Plan;*
 - (iii) *A Restricted Stock Option Plan;*
 - (iv) *A Medical Reimbursement Plan;*
 - (v) *Other Retirement or Incentive Compensation Plan.*

FAX AUDIT #
H95000001299

FAX AUDIT # H95000001299

ACKNOWLEDGEMENT OF SIGNATURES

I, Jose Bormey, the undersigned, named as Registered Agent in the Articles of Incorporation of SCALA GRILL CAFE BAR, INC., do hereby accept the designation as Registered Agent and agree to comply with all the duties which are required under Florida Law for serving in the position of Registered Agent of said Corporation.

DATED at Miami, Dade County, Florida this 26th day of January, of 1995

Jose Bormey
Jose Bormey

IN WITNESS WHEREOF, the undersigned as subscribing incorporator, has hereunto set his hand and seal this 26th day of January of 1995; for the purpose of forming this Corporation under the laws of the State of Florida, and hereby makes and files the Articles of Incorporation with the Secretary of State, thereby certifying that the facts herein stated are true and accurate to the best of his knowledge, information and belief.

Jose Bormey
Jose Bormey
President/Secretary/Treasurer

FILED
95 FEB -3 PM 3:20
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, a Notary Public duly authorized to make acknowledgments personally appeared Jose Bormey, who after being by me duly sworn, deposes and says that he is the person described as Incorporator in the foregoing Articles of Incorporation and who acknowledged before me that he executed said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida this 26th day of January of 1995.

My commission expires:
01 May 1998
CC#

Arnaldo Alfonso, Sr.
Arnaldo Alfonso, Sr.
Notary Public
State of Florida at large

NOTARY PUBLIC
STATE OF FLORIDA
ARNALDO ALFONSO, SR.
COMMISSION # CC 358223
EXPIRES MAY 1, 1998
BONDED THROUGH
ATLANTIC BONDING CO., INC.

FAX AUDIT #
H95000001299

P95000009360

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: PEREZ & ASSOC.
1019 NW 67 AVE

MIAMI FL 33144-0000

CONTACT: MIRIAM PEREZ
PHONE: (305) 267-7888
FAX: (305) 264-4743

((H95000002607))

DOCUMENT TYPE:

NAME: SCALA GRILL CAFE BAR, INC.
FAX AUDIT NUMBER: H95000002607
DATE REQUESTED: 03/07/1995
CERTIFIED COPIES: 0
NUMBER OF PAGES: 2
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CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
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FILED STATE
SECRETARY OF CORPORATIONS
95 MAR 20 11 3:00

00-0-00-00



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

March 8, 1995

SCALA GRILL CAFE BAR, INC.
801 SOUTH BAYSHORE DRIVE
MIAMI, FL 33131

SUBJECT: SCALA GRILL CAFE BAR, INC.
REF: P95000009360

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

You failed to make the correction(s) requested in our previous letter.

Please specify which article number you are amending, adding, or deleting.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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 (904) 487-6908.

Tawana McClellan
Corporate Specialist

FAX Aud. #: H95000002607
Letter Number: 595A00010351

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

95 MAR 16 PH 3:00

SCALA GRILL CAFE BAR, INC.
801 South Bayshore Drive, Miami, Florida 33131

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment to Article VI: Initial Board of Directors

- The following person is hereby elected as Vice-President/Director:
Ramon Borney
5242 West Flagler Street, Miami, FL 33126
- As an officer of the corporation, he is hereby authorized to sign on the bank account of the corporation.

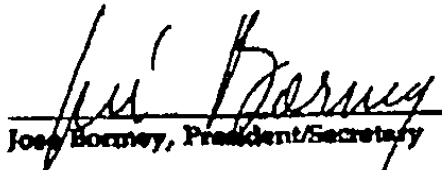
SECOND: Amendment to Article VIII: Amendment
If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: Ramon Borney will be issued a ten percent (10%) interest in the corporation.

THIRD: The date of each amendment's adoption: March 13, 1995

FOURTH: Adoption of Amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 13th day of March, 1995.

SCALA GRILL CAFE BAR, INC.


Ramon Borney, President/Secretary

P95000009360

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 31 AM 11:03

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
33144-000033401-0000
TALIAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: PEREZ & ASSOC.
1019 NW 67 AVE
MIAMI FL.

CONTACT: MIRIAM PEREZ
PHONE: (305) 267-7888
FAX: (305) 264-4743

((H95000003690))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: SCALA GRILL, CAPE BAR, INC.
FAX AUDIT NUMBER: H95000003690
DATE REQUESTED: 03/30/1995
CERTIFIED COPIES: 0
NUMBER OF PAGES: 2
ESTIMATED CHARGE: \$35.00
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20:08 MW 18 MAR 96

M. Perez

2644743

P. 02

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAR 31 AM 11:03

Fax Audit # H95000003690

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SCALA GRILL CAFE BAR, INC.
801 South Bayshore Drive, Miami, Florida 33131

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment to Article V: Initial Board of Directors

- The following person is hereby elected as Executive V.P./Treasurer:
Alberto Diaz
7600 Miami View Drive, North Bay Island, FL 33141
- As an officer of the corporation, he is hereby authorized to sign on the bank account of the corporation.

SECOND: Amendment to Article VIII: Amendment
If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: None.

THIRD: The date of each amendment's adoption: March 29, 1995

FOURTH: Adoption of Amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 25th day of March, 1995.

SCALA GRILL CAFE BAR, INC.


Jose Borney, President/Secretary

Prepared By:
Perez & Associates
1019 SW 67th Avenue • Miami, FL 33144
(305) 267-7888

Fax Audit # H95000003690