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LAW OFFICES  
**BOUTWELL & CONNICK**  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
P.O. BOX AD  
411 EAST HILLSBORO BOULEVARD  
DEERFIELD BEACH, FL 33441

ROBERT E. BOUTWELL, P.A.  
A. THOMAS CONNICK, P.A.

TELEPHONE:  
(305) 428-0300

February 6, 1995

FILED  
95 FEB - 8 AM 9:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

Re: Brazilian Tropicana  
Restaurant, Inc.

100001400921  
-02/08/95--01125--007  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed please find the following:

1. Original and one copy of Articles of Incorporation.
2. Original and one copy of Certificate designating Resident Agent.
3. Check in the amount of \$122.50 to cover charter tax, filing fee, certified copy of Articles of Incorporation and Resident Agent fee.

Please file the originals and return a certified copy to my office.

Sincerely,

*Robert E. Boutwell*  
ROBERT E. BOUTWELL

REB/mn

ARTICLES OF INCORPORATION

OF

BRAZILIAN TROPICANA RESTAURANT, INC.

The undersigned hereby enters into these Articles of Incorporation for the purpose of establishing a corporation in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be BRAZILIAN TROPICANA RESTAURANT, INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The total authorized capital stock of this corporation shall be one thousand (1,000) shares of common stock at a par value of one (\$1.00) dollar per share, fully paid and non-assessable.

ARTICLE V

The street address of this corporation's initial principal office is as follows:

418 N. Federal Hwy.

Pompano Beach, FL 33062

ARTICLE VI

The business of the corporation shall be conducted by a Board of Directors, the number of members of which shall, except for the

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TALLAHASSEE, FLORIDA

initial Board, be determined by the Bylaws, but shall never be fewer than two (2).

#### ARTICLE VII

The initial Board of Directors shall consist of two (2) members. The name and address of the initial Board of Directors, who shall hold office for the first year of the corporation's existence or until his or her successor is elected and has qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>
MARIA C. PESTANA	418 N. Federal Hwy. Pompano Beach, FL 33062
LIGIA DE SOUZA	418 N. Federal Hwy. Pompano Beach, FL 33062

#### ARTICLE VIII

The name and street address of the Incorporators of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
MARIA C. PESTANA	418 N. Federal Hwy. Pompano Beach, FL 33062
LIGIA DE SOUZA	418 N. Federal Hwy. Pompano Beach, FL 33062

#### ARTICLE IX

The initial Bylaws of this corporation shall be adopted by the Directors. The Bylaws may be amended from time to time by either

the stockholders or the Directors, but the Directors may not alter or amend any Bylaw adopted by the stockholders.

ARTICLE X

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation and any right of the stockholders of this corporation is subject to this reservation.

ARTICLE XI

In accordance with Florida Statutes 607.167, the effective date for commencement of corporate existence shall be immediately upon the signing of these Articles of Incorporation.

IN WITNESS WHEREOF, the Incorporators hereto have hereunto affixed their hands and seals this 3 day of February, 1995.

Maria C. Pestana  
MARIA C. PESTANA

Ligia De Souza  
LIGIA DE SOUZA

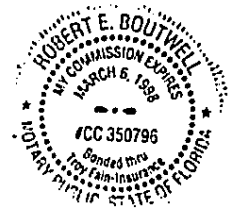
STATE OF FLORIDA       )  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, personally appeared MARIA C. PESTANA and LIGIA DE SOUZA to me well known to be the persons described in and who executed the foregoing Articles of

Incorporation, and they produced a Florida Drivers License and acknowledged before me that he signed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal in Deerfield Beach, Florida, this 3 day of February, 1995.

  
\_\_\_\_\_  
NOTARY PUBLIC



STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

RECEIVED  
FEB - 8 1962  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

BRAZILIAN TROPICANA RESTAURANT, INC.

a corporation organized (or organizing) under the laws of the State of Florida with it's principal office at 418 N. Federal Hwy. in the City of Pompano Beach, County of Broward State of Florida, has named MARIA C. PESTANA, located at: 418 N. Federal Hwy.

(Street Address & Number or Bldg., P.O. Box address not acceptable)  
City of Pompano Beach, County of Broward  
State of Florida, as its agent to accept service of process within this state.

OFFICERS:

NAME	TITLE	SPECIFIC ADDRESS
<u>MARIA C. PESTANA</u>	<u>(P)</u>	<u>418 N. Federal Hwy.</u> <u>Pompano Beach, FL 33062</u>
<u>LIGIA DE SOUZA</u>	<u>(S)</u>	<u>418 N. Federal Hwy.</u> <u>Pompano Beach, FL 33062</u>
<u>MARIA C. PESTANA</u>	<u>(T)</u>	<u>418 N. Federal Hwy.</u> <u>Pompano Beach, FL 33062</u>
<u>LIGIA DE SOUZA</u>	<u>(V) -P</u>	<u>418 N. Federal Hwy.</u> <u>Pompano Beach, FL 33062</u>

DIRECTORS:

NAME	SPECIFIC ADDRESS
<u>MARIA C. PESTANA</u>	<u>418 N. Federal Hwy.</u> <u>Pompano Beach, FL 33062</u>
<u>LIGIA DE SOUZA</u>	<u>418 N. Federal Hwy.</u> <u>Pompano Beach, FL 33062</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

By Maria C. Pestana  
(corporate officer)

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process: to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by Law.

Filing fee: \$3.00

Mario L. Sestano  
(Resident Agent)

FILED  
95 FEB -8 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA