

P95000022305

TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
STATE 1492 W. FLAGLER UT

STATE OF FLORIDA SUITE 200
408 EAST GAINES STREET MIAMI FL 33136-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
4000 PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000003142))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: VISION RESTAURANTS, INC.
FAX AUDIT NUMBER: H95000003142 CURRENT STATUS: REQUESTED
DATE REQUESTED: 03/20/1995 TIME REQUESTED: 10:49:11
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000003142)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>: 3/20/95

Help F1 Option Menu F2

FLORIDA DIVISION OF CORPORATIONS
NUM CAPS Connect: 00:07

FILED
APR 20 PM 1:53
TALLAHASSEE, FLORIDA

Handwritten signature
3/20

This instrument prepared by:
Carlos Garcia, Esq.
Florida Bar #0462100
122 Minorca Avenue
Coral Gables, FL 33134
(305) 447-6609

H 9500000 3142

**ARTICLES OF INCORPORATION
OF
VISION RESTAURANTS, INC.**

RECORDED
INDEXED
FILED
MAR 20 1995
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF MIAMI
FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is VISION RESTAURANTS, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal office of the corporation shall be located at:
9001 S.W. 80 Avenue, Miami, Florida 33156

ARTICLE III. DURATION AND COMMENCEMENT OF EXISTENCE

The corporation is to have perpetual existence, commencing at the filing of these articles with the Department of State.

ARTICLE IV. PURPOSE

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

ARTICLE V. CAPITAL STOCK

The aggregate number of shares of stock which the corporation shall have authority to issue is four hundred thousand (\$400,000.00) shares of common stock at a par value of one dollar(s) (\$1.00) per share.

Shares of stock may be disposed of by the corporation for such consideration, having a value of not less than par value of the shares issued therefore, as is determined from time to time by vote of the majority of the outstanding stock.

Treasury shares may be disposed of by the corporation for such consideration as may be determined from time to time by vote of the majority of the outstanding stock.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part,

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in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of consideration for which shares are to be issued shall have been received by the corporation; such shares shall be deemed fully paid and nonassessable.

The stock in the corporation shall be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code.

ARTICLE VI. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation in the State of Florida is 9001 S.W. 80 Avenue, Miami, Florida 33156 and the initial registered agent of this corporation at such address is Jeff D. Carballo.

Having been named as registered agent on whom process may be served for the above-stated corporation, at the place designated herein, I hereby accept said appointment as registered agent.


Registered Agent

ARTICLE VII. INCORPORATION

The names and addresses of the incorporators to these Articles of Incorporation are:

1. Jeff D. Carballo, 9001 S.W. 80 Avenue, Miami, Fl. 33156
2. Zachariah Mani, 9001 S.W. 80 Avenue, Miami, Fl. 33156

ARTICLE VIII. MANAGEMENT OF THE CORPORATION BY BOARD OF DIRECTORS

All corporate powers shall be exercised or under the authority of, and the business and affairs of this corporation shall be managed under the direction of a Board of Directors.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X. INITIAL BOARD OF DIRECTORS

This corporation shall have 5 directors initially. The number of directors may be either increased or diminished from time to time by the by-laws. The name and address of the initial directors of this corporation are:

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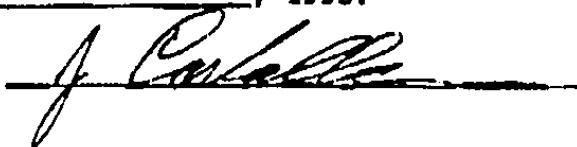
H 9500000 3142

1. Jeff Carballo, 9001 S.W. 80 Avenue, Miami, Fl. 33156
2. Zachariah Mani, 9001 S.W. 80 Avenue, Miami, Fl. 33156
3. Richard Brenner, 18499 S.W. 79 Court, Miami, Fl. 33157
4. Raymond Kayal, 4910 N.W. 12 Street, Miami, Fl. 33126
5. Rudy Baboun, 1601 S.W. 37 Avenue, Miami, Fl. 33143

ARTICLE XI. AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any or all of the provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by Statute, and all rights conferred upon by Shareholders herein granted herein subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid, this _____ day of _____, 1995.



STATE OF FLORIDA }
COUNTY OF DADE } ss

The foregoing instrument was acknowledged before me this _____ day of _____, 1995, by _____.

NOTARY PUBLIC - State of Florida

Personally known _____ OR Produced Identification _____

Type of Identification Produced _____

FILED
9-20 PM 1:55
NOTARY PUBLIC
DADE COUNTY, FLORIDA

H 9500000 3142

P95000022305

Law Offices
BOLAÑOS, TRUXTON & YOUNGS, P.A.

2121 Ponce De Leon Boulevard
Suite 1038
Coral Gables, Florida 33134-5224

Jose A. Bolaños
Gregg S. Truxton
Robert T. Youngs

Telephone: (305) 567-0424
Telecopier: (305) 567-0423

February 26, 1997

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

700002100777--1
-02/28/97--01032--004
*****35.00 *****35.00

RE: Filing of Restated Articles of Incorporation of
Vision Restaurants, Inc.

Dear Madam/Sir:

Enclosed is the original Restated Articles of Incorporation for the above referenced corporation to be filed as soon as possible. Also enclosed is our check in the amount of \$35.00 representing your fees.

Please feel free to call me if you have any questions.

Sincerely,

Dennis L. Bernabez
Dennis L. Bernabez, Legal Assistant to
Robert T. Youngs, Esquire

0740.rd

Restated
KIC 3/14
OKG
3/3

FILED
97 MAR 13 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Law Office
BOLAÑOS, TRUXTON & YOUNGS, P.A.
2121 Ponce De Leon Boulevard
Suite 1035
Coral Gables, Florida 33134-5224

Jose A. Bolaños
Gregg S. Truxton
Robert T. Youngs

Telephone: (305) 567-0424
Telecopier: (305) 567-0423

March 5, 1997

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

Attn: Karen Gibson

RE: Filing of Restated Articles of Incorporation of
Vision Restaurants, Inc.

RECEIVED
ST MR-7 M 6:21
DIVISION OF CORPORATIONS

Dear Ms. Gibson:

Thank you for your correspondence of March 3rd, copy of which is attached hereto for your reference. I have enclosed herein the original Restated Articles of Incorporation and the Certificate you requested; please file same as soon as possible.

Please feel free to call me if you have any questions.

Sincerely,


Dennis L. Bermudez, Legal Assistant to
Robert T. Youngs, Esquire

0755.rd



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 3, 1997

DAMIS L. BERMUDEZ, LEGAL ASSISTANT
BOLANOS, TRUXTON & YOUNGS P.A.
2121 PONCE DE LEON BLVD., SUITE 1035
CORAL GABLES, FL 33134-5224

SUBJECT: VISION RESTAURANTS, INC.
Ref. Number: P95000022305

We have received your document for VISION RESTAURANTS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 597A00010756

**CERTIFICATE PURSUANT TO
SECTION 607.1007 (4), FLORIDA STATUTES (1995)**

FILED
JUN 13 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as President and Vice President of Vision Restaurants, hereby certify as follows:

The Re-stated Articles of Incorporation have been adopted with the approval of all of the shareholders of the corporation.

Certified this 5 day of June, 1996 (*adoption*)


ZACHARIA MANI, President


JEFF CARBALLO, Vice-President

**RESTATED ARTICLES OF INCORPORATION
OF
VISION RESTAURANTS, INC.**

FILED
97 MAR 13 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

CORPORATE NAME

The name of this corporation is Vision Restaurants, Inc.

ARTICLE II.

PRINCIPAL OFFICE AND MAILING ADDRESS

The corporation's principal office and mailing address is 9001 S.W. 80 Avenue, Miami, Fl. 33156.

ARTICLE III.

AUTHORIZED SHARES

This corporation is authorized to issue Four Hundred Thousand (400,000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE IV.

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The corporation's initial registered agent is Mr. Jeff D. Carballo, 9001 S.W. 80 Avenue, Miami, Fl, 33156, and the registered office, is 9001 S.W. 80 Avenue, Miami, Fl 33156.

ARTICLE V.

INCORPORATOR

The name and address of the incorporators are Mr. Jeff D. Carballo and Mr. Zachariah Mani, at 9001 S.W. 80 Avenue, Miami, FL 33156.

The undersigned hereby accepts the foregoing designation as initial registered agent, certifies that he is familiar with the provisions of law applicable to said designation and agrees to comply with such laws.


Mr. Jeff D. Carballo, Registered Agent

Date: June 5, 1996

101.CM (03/96)
0225/RD