

P95000022305

Law Offices  
**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

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

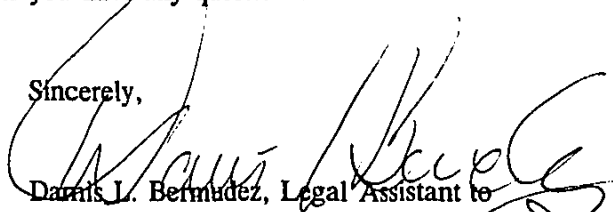
RE: Filing of Restated Articles of Incorporation of  
Vision Restaurants, Inc.

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

0740.rd

Restated  
K/E  
2/14

OK  
2/23

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

*Law Offices*  
**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.

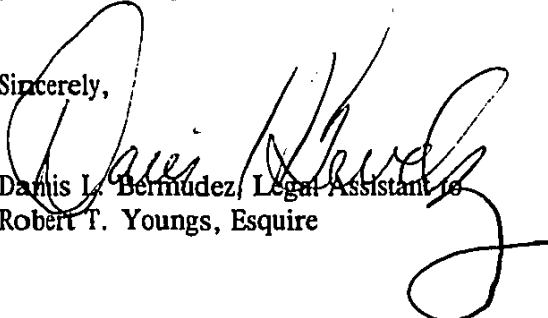
RECEIVED  
97 MAR -7 AM 6:21  
DIVISION OF CORPORATIONS

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,

  
Dami 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)

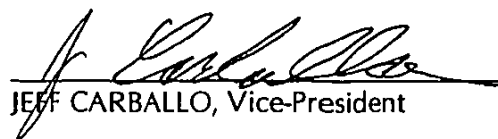
FILED  
97 MAR 13 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, as President and Vice President of Vision Restaurants, Inc., 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 (*reoption*)

  
ZACHARIA MANI, President

  
JEFF CARBALLO, Vice-President

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

**FILED**  
97 MAR 13 AM 11:50  
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