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March 20, 1995

Office of the Secretary of State
Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee, FL 32301

Re: Carson City Steakhouse, Inc.
Our File: 264/373

800001488138
-03/23/95--01070--012
***122.50 ***122.50

To Whom It May Concern:

In connection with the proposed organization of Carson City Steakhouse, Inc., enclosed please find one duly executed original and one copy of Articles of Incorporation in the name of the corporation. Also enclosed is a check made payable to the Department of State in the amount of One Hundred Twenty-two and 50/100 Dollars (\$122.50) representing the appropriate filing fee, the Registered Agent fee and the fee to obtain a certified copy of the filed document.

Please endorse your approval of these Articles and return the certified copy directly to the undersigned as soon as possible.

Thank you.

Very truly yours,

NASON, GILDAN, YEAGER, GERSON
& WHITE, P.A.

Ronald A. Burgess

Ronald A. Burgess
Corporate Paralegal

Enclosures

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FILED
MAR 23 PM 1:25
TALLAHASSEE, FLORIDA

D. BROWN MAR 24 1995

ARTICLES OF INCORPORATION
OF
CARSON CITY STEAKHOUSE, INC.

FILED
95 MAR 23 PM 1:25
CLERK OF DISTRICT COURT
JULIA M. HARRIS

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation pursuant to Section 607 of the Florida Corporation Act.

ARTICLE I

NAME

The name of this Corporation shall be:

CARSON CITY STEAKHOUSE, INC.

ARTICLE II

ADDRESS

The principal office and the mailing address of the corporation is:

1645 Palm Beach Lakes Boulevard
Suite 400
West Palm Beach, FL 33401

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue One Hundred Thousand (100,000) shares of Common Stock having a par value of One Cent (\$.01) per share. All shares shall be of the same class and all shareholders shall have unlimited voting rights.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, FL 33401

The name of the initial registered agent of this Corporation at that address shall be:

Gary N. Gorson

ARTICLE V

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have two (2) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-laws (but at no time shall there be less than one (1) director of the Corporation).

ARTICLE VI

DIRECTOR - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors shall have been duly elected or appointed and shall have qualified are as follows:


<u>Name</u>	<u>Street Address</u>
John C. Metz	1645 Palm Beach Lakes Boulevard Suite 400 West Palm Beach, FL 33401
William Taylor	1205 Winchester Trail Smyrna, GA 30080

ARTICLE VII
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
Gary N. Gerson	1645 Palm Beach Lakes Boulevard Suite 1200 West Palm Beach, FL 33401

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 17th day of March, 1995.




 Gary N. Gerson, Incorporator


DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Carson City Steakhouse, Inc., having filed its Articles of

Incorporation contemporaneously herewith, with its registered office as indicated therein at 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401, has named Gary N. Gerson located theroat as its registered agent to accept service of process within this State.

By: 
Gary N. Gerson, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 
Gary N. Gerson, Registered Agent

FILED
MAR 23 PM 1:25
TALLAHASSEE, FLORIDA