

195000025194

ELAINE M. GATSOS

INTERSTATE PLAZA
SUITE 418
1400 WEST PALMETTO PARK ROAD
BOCA RATON, FLORIDA 33400

TELEPHONE (407) 388-0300
BROWARD (888) 421-0300
PALM BEACH (407) 787-0300
TELECOMPER (407) 388-7888

March 9, 1995

Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

800001436708
-03/22/95--01070--018
****245.00 ****122.50

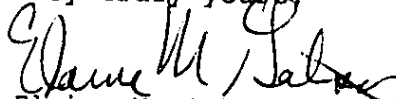
RE: RIBS, INC.
RIBS-N-MORE, INC.
ARTICLES OF INCORPORATION

Dear Sir or Madame:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporations. Also enclosed is a check in the amount of \$245.00 representing the filing fee and the certification of same.

Thank you for your cooperation in this regard.

Very truly yours,


Elaine M. Gatsos

EMG:ecc
enclosure

FILED
OFFICE OF STATE
CORPORATIONS
MARCH 29 PM 3:31

SDC-
502
W95-6500



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 23, 1995

ELAINE M. GATSOS, ESQ.
1499 W. PALMETTO PARK RD.
SUITE 412
BOCA RATON, FL 33486

SUBJECT: RIBS, INC.
Ref. Number: W95000006500

We have received your document for RIBS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6931.

Steven Godfrey
Corporate Specialist

Letter Number: 095A00013221

ARTICLES OF INCORPORATION

OF

RIBS BY RUBINO, INC.

The undersigned subscribed to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

RIBS BY RUBINO, INC.

and its initial post office address and its principal office for the conduct of business is:

1499 West Palmetto Park Road
Boca Raton, Florida 33486

ARTICLE II

The general nature of the business to be transacted by this corporation is:

(a) Generally to make and perform contracts of any kind and description, and for the purpose of attaining any of the objectives of the corporation, to do and perform any other act or thing, and to exercise any and all powers which a co-partnership or natural person could do or exercise, and which now are or hereafter may be authorized by law, and generally to do and perform any and all things necessary or incident to the performing and carrying out of the powers hereinabove specifically delegated or implied.

(b) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not

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SECRETARY OF STATE
CORPORATION DIVISION
JAN 29 PM 3:31

inconsistent herewith are hereby included, including the general powers set forth in Florida Statutes Annotated, Sections 607.011, 607.014 and 607.017.

ARTICLE III

The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any one time is 500 shares of common stock at \$1.00 per value. Said stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

ARTICLE IV

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President, Vice President, Secretary and Treasurer, and any other officer as the Board of Directors may deem expedient.

ARTICLE VI

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Law but shall never be less than two. The name(s) and address(es) of the initial director(s) of this corporation is:

ROBERT M. RUBINO

ARTICLE VII

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation in which he may in any way be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE VIII

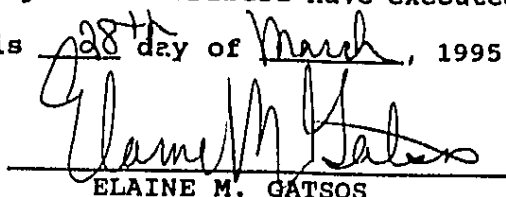
The street address of the initial registered office of this corporation is 1499 West Palmetto Park Road, Suite 412, Boca Raton, Florida 33486 and the name of the initial registered agent of this corporation is:

ELAINE M. GATSOS

ARTICLE IX

These Articles of Incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 28th day of March, 1995.


ELAINE M. GATSOS

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, ELAINE M. GATSOS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 28th day of March, 1995.



ELAINE C. CHARBONNEAU
MY COMMISSION # CC374441 EXPIRES
May 20, 1998
BONDED THRU TROY FAIR INSURANCE, INC.


ELAINE C. CHARBONNEAU
Notary Public

My Commission No.:

My Commission Expires:

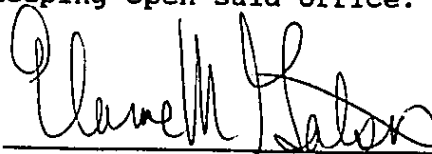
**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

That Corporation, desires to organize under the laws of the State of Florida with its office as indicated in the Articles of Incorporation located at address appoints agent as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relating to keeping open said office.



ELAINE M. GATSOS,
Registered Agent

FILED
MAR 29 PM 3:31
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA

P95000025194

ELAINE M. GATSOS
210 SUITE 407 INTERSTATE PLAZA
1400 WEST PALMETTO PARK ROAD
BOCA RATON, FLORIDA 33486

ELAINE M. GATSOS
KEVIN L. EDWARDS

TELEPHONE (407) 395-0500
BROWARD (305) 421-0300
PALM BEACH (407) 582-9882
TELECOPIER (407) 750-1253

September 27, 1995

756-1120

Division of Corporations
ATTENTION: AMENDMENTS
409 East Gaines Street
Tallahassee, FL 32399

2000001642492
-11/21/95--01023--010
*****87.50 *****87.50

RE: AMENDMENT TO ARTICLES OF INCORPORATION
OF RIBS BY RUBINO, INC.

Dear Sir or Madame:

Enclosed please find the original and one (1) copy of the Amendment to the Articles of Incorporation for the above-referenced corporation for filing. Also enclosed is a check in the amount of \$87.50 representing the filing fee and the certification of same.

Thank you for your cooperation in this regard.

Very truly yours,

Elaine M. Gatsos

EMG:ecc
enclosure

FILED
95 NOV 20 AM 9:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Added
title
for
Elaine
MS. Gatsos, sec.

12/6
John
Name
Change
C.C.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
SHAREHOLDERS' RESOLUTION AMENDING
ARTICLES OF INCORPORATION OF RIBS BY RUBINO, INC.

FILED
95 NOV 20 AM 9:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

At a Special Meeting of the shareholders held August 25, 1995,
it is resolved that Article I of the Articles of Incorporation of
RIBS BY RUBINO, INC., a Florida corporation is amended to reflect
the following:

The name of the corporation is:

BOBBY RUBINO'S RIBS, INC.

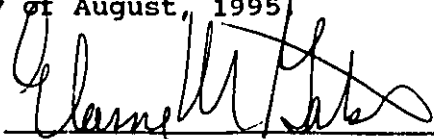
President:


ROBERT M. RUBINO

Secretary:


ELAINE M. GATSOS

IN WITNESS WHEREOF, I have affixed my name in my capacity as
the officer of the Corporation set forth below my signature and I
have affixed the corporate seal of the Corporation to this
Certificate this 25th day of August, 1995


ELAINE M. GATSOS

Corporate Seal

P95000025194

ELAINE M. GATSOS
KEVIN L. EDWARDS

ELAINE M. GATSOS
SUITE 210-INTERSTATE PLAZA
1400 WEST PALMETTO PARK ROAD
BOCA RATON, FLORIDA 33480

TELEPHONE (407) 750-1120
1-(800)-749-5342
TELECOPIER (407) 750-1253

March 6, 1996

Division of Corporations
ATTENTION: AMENDMENTS
409 East Gaines Street
Tallahassee, FL 32399

600001736156
-03/07/96--01092--008
*****87.50 *****87.50


RE: AMENDMENT TO ARTICLES OF INCORPORATION
OF BOBBY RUBINO'S RIBS, INC.

Dear Sir or Madame:

Enclosed please find the original and one (1) copy of the Amendment to the Articles of Incorporation for the above-referenced corporation for filing. Also enclosed is a check in the amount of \$87.50 representing the filing fee and the certification of same.

Thank you for your cooperation in this regard.

Very truly yours,


Elaine M. Gatsos

EMG:ecc
enclosure

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR -7 PM 1:48

mc

744 MAR 12 1996

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
SHAREHOLDERS' RESOLUTION AMENDING
ARTICLES OF INCORPORATION OF BOBBY RUBINO'S RIBS, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR -7 PM 1:48

At a special Meeting of the shareholders held March 4, 1996,
it is resolved that Article 1 of the Articles of Incorporation of
BOBBY RUBINO'S RIBS, INC., a Florida corporation is amended to
reflect the following:

The name of the corporation is:

BOBBY'S RIBS, INC.

President:


ROBERT M. RUBINO

Vice President/Secretary:


ELAINE M. GATSOS

IN WITNESS WHEREOF, I have affixed my name in my capacity as
the officer of the Corporation set forth below my signature and I
have affixed the corporate seal of the Corporation to this
Certificate this 4th day of March, 1996.


ELAINE M. GATSOS

Corporate Seal

P95000025194

LAW OFFICE

ELAINE M. GATSOS
SUITE 210-INTERSTATE PLAZA
1400 WEST PALMETTO PARK ROAD
BOCA RATON, FLORIDA 33486

ELAINE M. GATSOS
KEVIN L. EDWARDS

TELEPHONE (407) 750-1120
1-(800)-749-5342
TELECOPIER (407) 750-1253

June 5, 1996

Division of Corporations
ATTENTION: AMENDMENTS
409 East Gaines Street
Tallahassee, FL 32399

700001854467
-06/06/96--01119--014
*****87.50 *****87.50

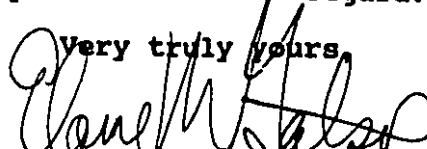
RE: AMENDMENT TO ARTICLES OF INCORPORATION
OF BOBBY'S RIBS, INC.

Dear Sir or Madame:

Enclosed please find the original and one (1) copy of the
Amendment to the Articles of Incorporation for the above-referenced
corporation for filing. Also enclosed is a check in the amount of
\$87.50 representing the filing fee and the certification of same.

Thank you for your cooperation in this regard.

Very truly yours,


Elaine M. Gatsos

EMG:ecc
enclosure

FILED
96 JUN -6 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C

VS JUN 13 1996

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
SHAREHOLDERS' RESOLUTION AMENDING
ARTICLES OF INCORPORATION OF BOBBY'S RIBS, INC.

FILED
96 JUN -6 AM 10:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

At a special Meeting of the shareholders held June 5, 1996, it is resolved that Article 1 of the Articles of Incorporation of BOBBY'S RIBS, INC., a Florida corporation is amended to reflect the following:

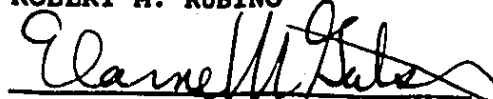
The name of the corporation is:

THE BEST RIBS, INC.

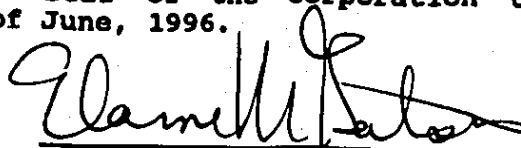
President:


ROBERT M. RUBINO

Vice President/Secretary:


ELAINE M. GATSOS

IN WITNESS WHEREOF, I have affixed my name in my capacity as the officer of the Corporation set forth below my signature and I have affixed the corporate seal of the Corporation to this Certificate this 5th day of June, 1996.


ELAINE M. GATSOS

Corporate Seal