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ATTORNEY AT LAW

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COLONIAL PLACE
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(305) 765-6133
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April 6, 1995

SENT VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street (Old Jail)
Tallahassee, Florida 32301

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***122.50 ***122.50

ATTENTION: CHARTER SECTION - NEW FILINGS

RE: ARTICLES OF INCORPORATION -

FLORIAN'S OF FLORIDA, INC.

Gentlemen:

Enclosed please find the following:

1. Original and one copy of proposed Articles of Incorporation for the above named Corporation.
2. Check number 3879 payable to Secretary of State, in the amount of One Hundred Twenty-Two and 50/100 Dollars (\$122.50) which represents payment of the Filing Fee and a Stamped Certified Copy of the Articles.
3. A Federal Express envelope is enclosed for the return of the copy of the Articles of Incorporation.

If you should have any questions, please feel free to contact this office.

Sincerely,

Martin J. Hanna

MARTIN J. HANNA

MJH/nmv

Enclosures

W 95-7792
502
KAN 4-12



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 12, 1995

MARTIN J. HANNA, ESQ.
1515 UNIVERSITY DRIVE
SUITE 214
CORAL SPRINGS, FL 33071

SUBJECT: FLORIAN'S OF FLORIDA, INC.
Ref. Number: W95000007792

We have received your document for FLORIAN'S OF FLORIDA, 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) 487-6915.

Kevin Nickens
Document Specialist

Letter Number: 195A00016564

ARTICLES OF INCORPORATION
OF
FLORIAN'S OF BROWARD COUNTY, INC.

The undersigned hereby associates themselves for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

The name of the Corporation shall be:

FLORIAN'S OF BROWARD COUNTY, INC.

ARTICLE II

The Corporation may engage in any activity of business permitted under the Laws of the United States and of the Laws of the State of Florida.

ARTICLE III

The authorized capital stock of this Corporation shall be 1000 shares of common stock of the par value of \$1.00 per share. The Shareholders are hereby granted pre-emptive right to any new issues of stock.

All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the shareholders of the Corporation; property, services or labor may be purchased or paid for with the capital stock at a just valuation to be fixed by the Shareholders.

ARTICLE IV

The amount of capital with which this Corporation shall commence business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE V

This Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI

The principal place of business of this Corporation shall be: **21073 Jog Road, Boca Raton, Florida 33433**, with the privilege of having branch offices at other places within or without the State of Florida. Further, the Shareholders may from time to time, move the principal place of business of this Corporation to any other address within or without the State of Florida.

ARTICLE VII

The business of this Corporation shall be managed by its Shareholders, rather than by a Board of Directors. In the management of the business of the Corporation, the act of the Shareholders representing a majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall be the act of the Shareholders. Each Shareholder shall be entitled to one (1) vote in person, or in proxy, for each share of voting stock held by him or her. A majority of the outstanding shares of the Corporation entitled to vote represented in person or proxy, shall constitute a quorum at any meeting of Shareholders for the management of the business of the Corporation.

ARTICLE VIII

The name and addresses of the Subscribers and initial Shareholders of this Corporation are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Mary Ann Ellis	President	21073 Jog Road Boca Raton, FL 33433
Elizabeth Kuenzle	Vice President	21073 Jog Road Boca Raton, FL 33433
Elizabeth Kuenzle	Treasurer	21073 Jog Road Boca Raton, FL 33433
Mary Ann Ellis	Secretary	21073 Jog Road Boca Raton, FL 33433

ARTICLE IX

The street address of the initial registered office of the Corporation is **21073 Jog Road, Boca Raton, Florida 33433** and the name of the initial Registered Agent is: **ELIZABETH KUENZLE**

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Shareholders at a Shareholders' meeting by vote of the Shareholders voting the majority of the stock capable of being voted, unless all Shareholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 5th day of April, 1995.

Maryann Ellis
MARY ANN ELLIS, President

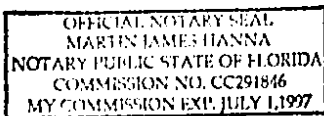
Elizabeth Kuenzle
ELIZABETH KUENZLE, Vice President

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 5th day of April, 1995 by **ELIZABETH KUENZLE** and **MARY ANN ELLIS**, who are personally known to me or who have produced their Drivers License as identification and who did not take an oath.

Martin James Hanna
Printed Name:
Notary Public State of Florida

My Commission Expires:



Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

DATE:

April 5, 1995

Elizabeth Kuenzle
ELIZABETH KUENZLE
Registered Agent

21073 Jog Road
Boca Raton, FL 33433