

**P95000035169**

**COHEN & FRIEDMAN, P.A.**

ATTORNEYS AT LAW

April 27, 1995

Secretary of State of the  
State of Florida  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Incorporation of Spencer-Bailey, Inc.

Dear Sir or Madam:

Enclosed for filing is an executed original and one copy of the Articles of Incorporation for the above-referenced corporation and Certificate of Registered Agent. Also enclosed is a check drawn by Cohen & Friedman, P.A. in the amount of \$122.50 representing the following:

Filing Fee for Articles of Incorporation	\$35.00
Registered Agent Designation	35.00
Fee for certified copy of Articles of Incorporation	<u>52.50</u>
	<u>\$122.50</u>

Kindly call the undersigned immediately if you have any questions or problems with the foregoing. Thank you for your assistance in this matter.

Respectfully yours,

COHEN & FRIEDMAN, P.A.

*Carol Housman*

Carol Housman, Secretary  
to Michael Dean Friedman

/ch

Enclosures

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cc: Mr. Paul Herman

*PA 5-4*


FILED  
95 MAY -1 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
300001469499  
-05/01/95-0064-005  
\*\*\*122.50 \*\*\*122.50

**ARTICLES OF INCORPORATION  
OF  
SPENCER-BAILEY, INC.**

95 MAY -1 PM 4:03  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- FIRST:** The name of this Corporation is SPENCER-BAILEY, INC.
- SECOND:** This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes including, specifically, for the purpose of conducting restaurant consulting and management services.
- THIRD:** This Corporation is authorized to issue 100 shares of common stock, par value \$5.00 per share.
- FOURTH:** The address of the principal office of this Corporation is 1542 N.E. Quayside Terrace, #D2, Miami, Florida 33138.
- FIFTH:** The name and address of the Registered Agent of this Corporation is Michael Dean Friedman, 1401 Brickell Avenue, Suite 530, Miami, Florida 33131.
- SIXTH:** The Corporation shall have one director initially but the number of directors may thereafter be increased or decreased from time to time as provided in the By-Laws of the Corporation. The name and address of the initial director of this Corporation is Paul Herman, 1542 N.E. Quayside Terrace, #D2, Miami, Florida 33138.
- SEVENTH:** The name and address of the incorporator of this Corporation is Michael Dean Friedman, 1401 Brickell Avenue, Suite 530, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of April, 1995.

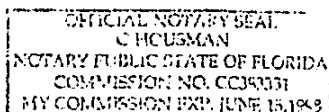
  
Michael Dean Friedman,  
Incorporator

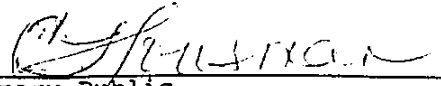
STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF DADE       )

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27th day of April, 1995.


My Commission Expires:



  
Notary Public  
Print Name: CAROL HOUSMAN  
State of Florida at Large

**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.

  
Michael Dean Friedman

Date: April 27, 1995

# P95000035169

COHEN & FRIEDMAN, P.A.

ATTORNEYS AT LAW

May 30, 1995

FILED  
95 JUN -1 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State of the  
State of Florida  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Amendment of Articles of Incorporation of  
Spencer-Bailey, Inc. to Spenger-Bailey, Inc.

Dear Sir or Madam:

Enclosed for filing is an executed original and one copy of  
the Articles of Amendment of Articles of Incorporation for the  
above-referenced corporation. Also enclosed is our check payable  
to the Department of State in the amount of \$87.50 representing the  
following:

Filing Fee for Articles of Amendment	\$35.00
Fee for certified copy of Articles of Amendment	<u>52.50</u>
	<u>\$87.50</u>

Kindly call the undersigned immediately if you have any  
questions or problems with the foregoing. Thank you for your  
assistance in this matter.

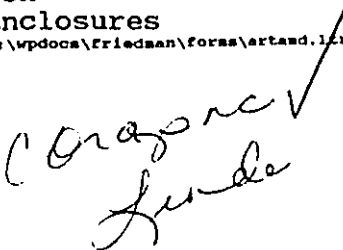
Respectfully yours,

COHEN & FRIEDMAN, P.A.



Carol Housman, Secretary  
to Michael Dean Friedman

/ch  
Enclosures  
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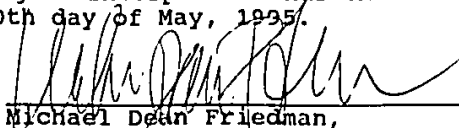
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\*\*\*\*\*87.50 \*\*\*\*\*87.50

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
SPENCER-BAILEY, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- FIRST: Article First of the Articles of Incorporation are amended by changing the spelling of the name of this Corporation from SPENCER-BAILEY, INC. to: SPENCER-BAILEY, INC.
- SECOND: The foregoing amendment to the Articles of Incorporation was adopted on May 25, 1995 by the incorporator of this Corporation without shareholder action, as shareholder action was not required.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Amendment this 30th day of May, 1995.

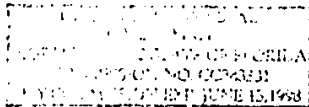
  
\_\_\_\_\_  
Michael Dean Friedman,  
Incorporator

STATE OF FLORIDA     )  
                              ) ss:  
COUNTY OF DADE     )

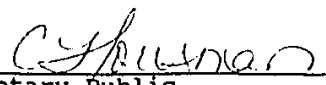
Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Michael Dean Friedman, known to me and known by me to be the person who executed the foregoing Articles of Amendment, and who acknowledged before me that he executed those Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 30th day of May, 1995.

My Commission Expires:



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\_\_\_\_\_  
Notary Public  
Print Name: Carol Housman  
State of Florida at Large

FILED  
95 JUN -1 PM12:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA