

**P45000037583**

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((H95000005305))  
DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

COVER SHEET  
FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135- 33401-6194  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694  
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: FIRST CONCERN MANAGEMENT, INC.  
FAX AUDIT NUMBER: H95000005305  
DATE REQUESTED: 05/11/1995  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 5  
ESTIMATED CHARGE: \$122.50  
CURRENT STATUS: REQUESTED  
TIME REQUESTED: 10:54:34  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 072450003265

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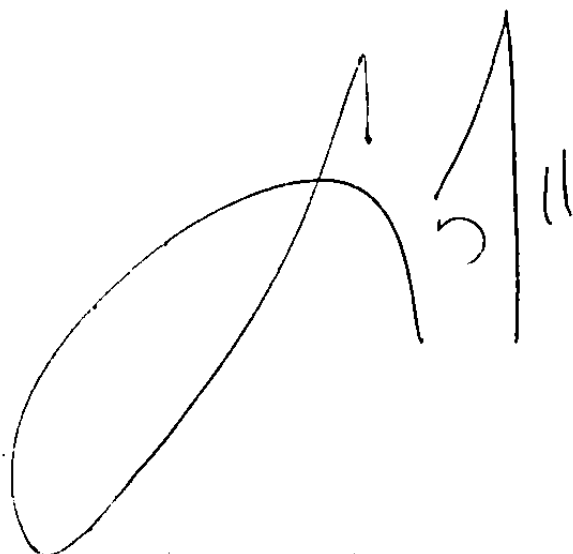
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95 MAY 11 PM 2:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



20:21:13 05/11/95

05/11/95

**ARTICLES OF INCORPORATION  
OF  
FIRST CONCERN MANAGEMENT, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be FIRST CONCERN MANAGEMENT, INC., and the initial address of this corporation shall be 881 Cypress Point Drive East, Pembroke Pines, FL 33027.

**ARTICLE II**

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

| <u>Number of Shares</u><br><u>Authorized</u> | <u>Par Value</u><br><u>Per Share</u> | <u>Class of</u><br><u>Stock</u> |
|--|--------------------------------------|---------------------------------|
| 7,000  | \$1.00                               | Common                          |

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

**ARTICLE IV**

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

This instrument prepared by:  
Alex J. Cardenas, P.A.  
Alex J. Cardenas, Esquire  
Sanctuary Center  
Suite 307-B  
4800 N. Federal Highway  
Boca Raton, FL 33431  
Florida Bar Number: 708305

(407) 750-4600

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 SECRETARY OF STATE  
 TALLAHASSEE, FL

ARTICLE V

The initial registered office of this corporation shall be at 881 Cypress Pointe Drive East, Pembroke Pines, FL 33027, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Edward Kowalski.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The names and addresses of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

President

Edward Kowalski  
881 Cypress Pointe Drive East  
Pembroke Pines, FL 33027

ARTICLE VIII

The names and addresses of the incorporator is Edward Kowalski, 881 Cypress Pointe Drive East, Pembroke Pines, FL 33027.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is so also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

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ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, We, the undersigned's, being the Incorporators hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set our hands and seal this 10 day of May, 1995.

  
Edward Kowalski, Incorporator

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

In compliance with the laws of Florida, the following is submitted:

First, that FIRST CONCERN MANAGEMENT, INC., desiring to organize under the laws of the State of Florida, has named Edward Kowalski, 881 Cypress Pointe Drive East, Pembroke Pines, FL 33027, County of Broward, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of section 607.325 F.S.

  
Edward Kowalski, Registered Agent

DATED: this 10 day of May, 1995.

FILED  
95 MAY 11 PM 2:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Law Offices  
**ALEX J. CARDENAS, P.A.**

Sanctuary Centre - Suite 304-D  
4800 North Federal Highway  
Boca Raton, Florida 33431

Alex J. Cardenas, Of Counsel to  
J. Patrick Fitzgerald, P.A.

Telephone: (561) 750-4600  
Facsimile: (561) 447-8780

\* Also admitted to the Federal Bar

September 15, 1997

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

**RE: ARTICLES OF AMENDMENT FOR FIRST CONCERN MANAGEMENT, INC.**

Dear Sir/Madam:

Enclosed please find original Articles of Amendment to Articles of Incorporation and an original Directors Written Consent to Action as executed by the President and Incorporator of First Concern Management, Inc. Also enclosed you will find this firm's check in the amount of \$35.00, which amount represents the fee for filing the Articles of Amendment. Please contact me if you have any questions.

Very truly yours,



DEANNE L. FERRESE,  
Paralegal

/dlf

Enclosures

cc: Mr. Edward Kowalski

FILED  
97 SEP 18 AM 8:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

See 9/24

N/C Amend

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
FIRST CONCERN MANAGEMENT, INC.**

**FILED**  
97 SEP 18 AM 8:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article I - the name of the corporation shall be HAY CARAMBA RESTAURANT, INC. and the address of the corporation shall be 881 Cypress Point Drive East, Pembroke Pines, FL 33027.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: NONE

**THIRD:** The date of each amendment's adoption: September 18, 1997.

**FOURTH:** Adoption of Amendment(s) **(CHECK ONE)**

\_\_\_\_\_ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

\_\_\_\_\_ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_."

\_\_\_\_\_ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

XXX The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 18 day of September, 1997.

Signature:   
EDWARD KOWALSKI, as President and Incorporator

**DIRECTORS WRITTEN CONSENT TO ACTION**

Pursuant to Chapter 607, Florida Statutes, the undersigned being the sole member of the Board of Directors of FIRST CONCERN MANAGEMENT, INC. ("the corporation") do hereby consent to and approve the following consent to action in lieu of holding a special meeting of directors. It is accordingly hereby resolved:

1. Resolved that the following amendment to the Articles of Incorporation was adopted by the corporation:

Article I - the name of the corporation shall be HAY CARAMBA RESTAURANT, INC. and the address of the corporation shall be 881 Cypress Point Drive East, Pembroke Pines, FL 33027.

2. Resolved further that the undersigned being the sole shareholder, officer, and director of FIRST CONCERN MANAGEMENT, INC. and represent that they have the authority to agree to the foregoing amendment.
3. The undersigned director hereby waives all notices of meeting and the holding of any meeting of the board of directors to act upon the foregoing resolutions, and do hereby direct that the consent be inserted in the minute book of the corporation.

IN WITNESS WHEREOF the undersigned constituting the members of the board of directors of the corporation have executed this written consent to action on the 12 day of September, 1997.

Signed, Sealed and Delivered in  
the presence of:

  
WITNESS

By:   
EDWARD KOWALSKI