

DEBORAH FISCHER MORAITIS, ESQUIRE

5300 NORTH FEDERAL HIGHWAY, SUITE 103
FORT LAUDERDALE, FLORIDA 33308
TELEPHONE: 305 / 492-4220
FAX 305 / 492-4231

APR 26, 1995
P15000037994

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

500001470735
-05/02/95--01083--005
*****70.00 *****70.00

Re: Incorporation of NoBe GRILL, INC.

Dear Secretary of State:

Please find enclosed the original and one copy of the Articles of Incorporation to be filed with your office along with our check in the amount of \$70.00 representing the filing fee regarding:

NoBe GRILL, INC.

Please return a stamped copy of the Articles of Incorporation to our office in the also enclosed self-addressed, stamped envelope.

Thank you for your cooperation in this regard.

Very truly yours,

Deborah Fischer Moraitis
DEBORAH FISCHER MORAITIS

DFM/dhs
Enc.

4/23

EFFECTIVE DATE

4/28/95

FILED
APR 26 PM 2:14
TALLAHASSEE, FLORIDA

00618, 00631, 00524

1045-9528

00671



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 5, 1995

DEBORAH FISCHER MORAITIS
5300 N. FEDERAL HWY, SUITE 103
FT. LAUDERDALE, FL 33308

SUBJECT: NOBE GRILL, INC.
Ref. Number: W95000009528

We have received your document for NOBE GRILL, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

You have listed the effective date as the date of subscription, but you did not date the signature section of your document.

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) 487-6927.

Kanut Khosla
Corporate Specialist

Letter Number: 195A00022038

ARTICLES OF INCORPORATION

**OF
NoBe GRILL, INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is NoBe GRILL, INC., whose principal place of business is 6778 Collins Avenue, Miami Beach, Florida 33141.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of the State.

ARTICLE IV

The corporation shall have the authority to issue one thousand shares, all of one class of Capital Stock, with a par value of \$1.00 per share.

ARTICLE V

The address of its initial registered office is :

NELSON SANDS,
5005 Collins Avenue
708
Miami Beach, Florida 33140

EFFECTIVE DATE

4/28/95

FILED
55 MAY -2 PM 2:44
TALLAHASSEE, FLORIDA

ARTICLE VI

The number of directors constituting its initial Board of Directors is one (1), whose name and address is:

NELSON SANDS, Director
5005 Collins Avenue
708
Miami Beach, Florida 33140

ARTICLE VII

The name and address of the incorporator is:

DEBORAH FISCHER MORALTIS
5300 N. Federal Highway
Suite 103
Ft. Lauderdale, Florida 33308
(305) 492-4229

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than a two-thirds vote of the common stock.

ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X

The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

ARTICLE XI

Pursuant to Florida Statute Section 607.167(1), the effective date of the commencement of corporate existence is the day of April, 1995, which is the date of subscription and acknowledgment of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five (5) days after such date.

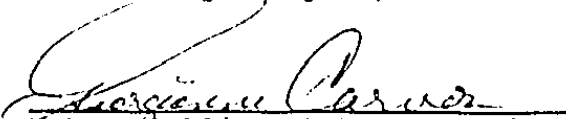
IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Fort Lauderdale, Florida, on the 28th day of April, 1995.


DEBORAH FISCHER MORAITIS, ESQ.

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority personally appeared DEBORAH FISCHER MORAITIS, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Fort Lauderdale, in said County and State this 28th day of April, 1995.


Notary Public, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL GEORGIANNE CARVER NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC226236 MY COMMISSION EXP. OCT. 22, 1996
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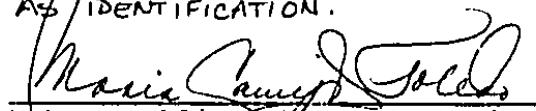
ACKNOWLEDGEMENT OF REGISTERED AGENT


NELSON SANDS,
Registered Agent

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared **NELSON SANDS**, who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name his as its initial Registered Agent for the purposes mentioned and set forth in Article V.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at READY State Bank, in said County and State this day of April, 1995. MR. SANDS presented FDL # S 532-620-62-205-0 AS IDENTIFICATION.


Notary Public, State of Florida
MARIA CAMEJO TOLEDO
My Commission Expires:



MARIA CAMEJO TOLEDO
My Commission CC425303
Expires Dec. 05, 1998
Bonded by ANB
800-852-5878

FILED
95 MAY -2 PM 2:44
TALLAHASSEE, FLORIDA