

95000037536

OFFICE OF  
**Steven Silverman**  
A PROFESSIONAL ASSOCIATION

TELEPHONE  
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TWO DATRAN CENTER  
0130 SOUTH DADELAND BOULEVARD  
SUITE 1225  
MIAMI, FLORIDA 33158-7849

July 6, 1995

SECRETARY OF STATE  
Corporate Division  
Post Office Box 6327  
Tallahassee, Florida 32301

200001535532  
-07/12/95--01023--017  
\*\*\*\*122.50 \*\*\*\*122.50

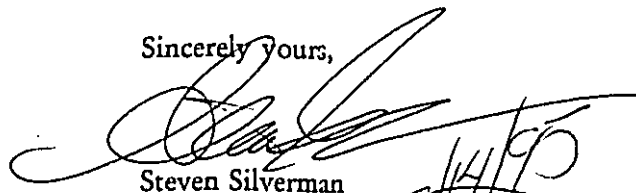
RE: S.R.G. RESTAURANT GROUP, INC.  
Our File No. 95-2824

Dear Sir\Madam:

Enclosed herein please find the Articles of Incorporation for S.R.G. RESTAURANT GROUP, INC.. Also enclosed is my check in the amount of \$122.50 for filing the Articles. Please return to the undersigned a certified copy of the Articles.

Thank you for your courtesy and attention to this matter.

Sincerely yours,

  
Steven Silverman

SS\mf

Enclosures

**ARTICLES OF INCORPORATION  
OF  
S.R.G. RESTAURANT GROUP, INC.**

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the corporation is: **S.R.G. RESTAURANT GROUP, INC.**

**ARTICLE II**

**DURATION**

The term of existence of the corporation is perpetual, commencing on the date of receipt and acknowledgment of the Articles by the Secretary of State.

**ARTICLE III**

**PURPOSE**

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

ARTICLE IV  
CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of capital stock with a par value of \$1.00 per share.

The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The shares of the corporation are not to be divided into classes.

ARTICLE V  
DIVIDENDS

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE VI  
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of his corporation, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII**

**PRINCIPAL PLACE OF BUSINESS**

The principal office of the corporation shall be located at:

1320 South Dixie Highway  
Penthouse  
Coral Gables, Florida 33146

**ARTICLE VIII**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the corporation is:

Two Datan Center, Suite 1225  
9130 South Dadeland Boulevard  
Miami, Florida 33156

The name and address of the initial registered agent of the corporation is:

STEVEN SILVERMAN, P.A.  
Two Datan Center, Suite 1225  
9130 South Dadeland Boulevard  
Miami, Florida 33156-7849

**ARTICLE XI**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the by-laws. The names and addresses of the initial directors of this corporation are:

SCOTT GERBER, President  
185 East 85th Street  
New York, New York 10028

RANDE GERBER, Vice-President\Secretary\Treasurer  
200 East 64th Street  
Apartment 238  
New York, New York 10021

ARTICLE X

INCORPORATORS

The names and addresses of the persons signing these Articles are:

SCOTT GERBER  
185 East 85th Street  
New York, New York 10028

RANDE GERBER  
200 East 64th Street  
Apartment 238  
New York, New York 10021

ARTICLE XI

ACTIONS OF DIRECTORS WITHOUT MEETING

The directors of this corporation may take action by written consent as provided by law.

**ARTICLE XII**  
**MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of conference telephone as provided by law.

**ARTICLE XIII**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XIV**  
**AMENDMENT**

The corporation reserves this right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

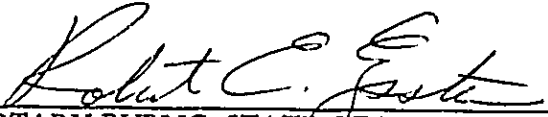
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 5<sup>th</sup> day of <sup>July</sup> June, 1995.

  
\_\_\_\_\_  
SCOTT GERBER

STATE OF NEW YORK }  
COUNTY OF New York } SS:

Before me, the undersigned authority, personally appeared, **SCOTT GERBER**, to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 24 day of July, 1995.

  
NOTARY PUBLIC, STATE OF NEW YORK  
Print Name: Robert C. Epstein

My Commission Expires: 7/13/96

ROBERT C. EPSTEIN  
Notary Public, State of New York  
No. 31-4998860  
Qualified In New York County  
Commission Expires July 13, 1996

Rande Gerber  
RANDE GERBER

STATE OF NEW YORK }  
COUNTY OF New York } SS:

Before me, the undersigned authority, personally appeared, RANDE GERBER, to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 5th day of <sup>July</sup>~~June~~, 1995.

Robert C. Epstein  
NOTARY PUBLIC, STATE OF NEW YORK  
Print Name: Robert C. Epstein

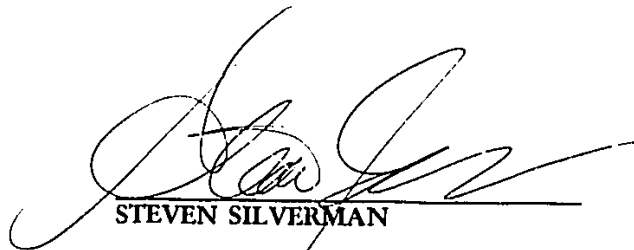
My Commission Expires: 7/13/96

ROBERT C. EPSTEIN  
Notary Public, State of New York  
No. 31-4998860  
Qualified in New York County  
Commission Expires July 13, 1996



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

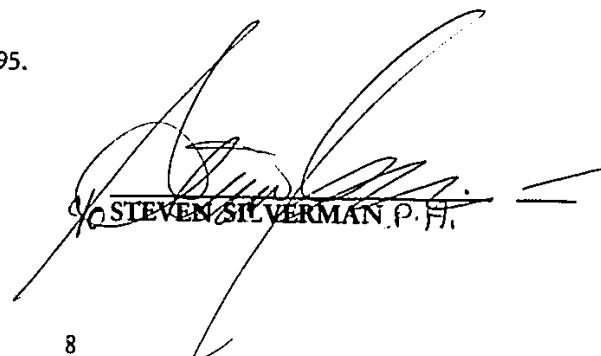
In compliance with section 48.091, FLORIDA STATUTES, the following is submitted:  
That S.R.G. RESTAURANT GROUP, INC., desiring to organize or qualify under the laws  
of the State of Florida, with its principal place of business at City of Miami, State of Florida,  
has named STEVEN SILVERMAN, located at Two Datan Center, Suite 1225, 9130 South  
Dadeland Boulevard, Miami, Florida 33156-7849, as its agent to accept service of process within  
Florida.



STEVEN SILVERMAN

Having been named to accept service of process for the above stated corporation, at the  
place designated in this certificate, 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.

Dated this 30 day of June, 1995.



STEVEN SILVERMAN, P.F.