

1301 HAYS STREET
MIAMI, FL 33130
904-251-1111 FAX

800-342-8086



PR500057952

ACCOUNT NO. : 072100000032

REFERENCE : 648782 153189A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia T. Smith

ORDER DATE : July 26, 1995

ORDER TIME : 3:05 PM

200001547052

ORDER NO. : 648782

CUSTOMER NO: 153189A

CUSTOMER: Mitchel Roth, Esq
ROTH & ROTH, P.A.

P. O. Box 69-3029

Miami, FL 33269

DOMESTIC FILING

NAME: CHINA GRILL, INC.

- ☒ ARTICLES OF INCORPORATION
- ☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- ☒ CERTIFIED COPY
- ☐ PLAIN STAMPED COPY
- ☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS: T. BROWN JUL 27 1995

FILED
95 JUL 26 AM 8:24
SECRET
FALLAW/SSCE, P. 0910A

ARTICLES OF INCORPORATION
OF
CHINA GRILL, INC.

FILED
95 JUL 26 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CHINA GRILL, INC.

The address of the principal office of this corporation shall be 3880 North Federal Highway, Fort Lauderdale, Florida 33308, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 60 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 16459 Northeast 6th Avenue, North Miami Beach, Florida 33162 and the name of the initial registered agent of the corporation at that address is Mitchel W. Roth.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 26, 1995.

CORPORATION SERVICE COMPANY

By: Gail Shelby
Its Agent, Gail Shelby


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

FILED
95 JUL 26 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes,
the following is submitted, in compliance with said
Act:

First: That CHINA GRILL, INC.
desiring to organize under the laws of the State of
Florida with its principal office, as indicated in the
articles of incorporation, has named Mitchel W. Roth,
located at 16459 Northeast 6th Avenue North
Miami Beach, Florida 33162 as agent to accept service
of process within this state.

ACKNOWLEDGEMENT: Having been named to accept
service of process for the above stated corporation, at
place designated in this certificate, I hereby accept
to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said
office.

By: 
MITCHEL W. ROTH
Registered Agen

LAW OFFICES

ROTH, ROTH & ASSOCIATES, P.A.

16459 NORTHEAST 6TH AVENUE
NORTH MIAMI BEACH, FLORIDA 33162

STEVEN M ROTH
MITCHEL W ROTH

AREA CODE 305
PHONE 048-8880
FAX 019-8500

Please reply to:
P.O. Box 69-3029
N. Miami Beach, Florida 33269-3029

September 1, 1995

Secretary of Florida
The Capitol
Tallahassee, FL 32399

Re: China Grill, Inc.
Our File No. 95-1064

Dear Sir:

Enclosed please find an Amendment to Certificate of Incorporation of China Grill, Inc. to be filed with the office of the Secretary of State and my trust account check number 1021 in the sum of \$35.00 representing the filing fee for same.

If you require anything additional to complete the filing of the enclosed Amendment, please do not hesitate to contact me.

Sincerely,

Mitchel Roth/WR

Mitchel W. Roth

Enc.

FILED
1995 SEP -6 AM 11:18
SEAL OF THE STATE
PALM BEACH, FLORIDA

CHINAGRL.INC\CORP\04

None Charge
KFT 1-8-12

FILED


1995 SEP -6 AM 11:18

AMENDMENT TO CERTIFICATE OF INCORPORATION
OF
CHINA GRILL, INC.
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

That at a Special Meeting attended by all of the Directors and all of the Stockholders, the following changes were proposed to the Articles of Incorporation of China Grill, Inc., and that the following change was unanimously approved:

The first sentence of Article I is hereby changed to read:
"The name of the corporation shall be: Asian Grill Restaurant Group, Inc."

This Amendment has been approved on the 29th day of August, 1995, and has been executed by all of the shareholders of the corporation, by all of its Directors and by its President and Secretary.

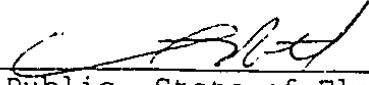


THEODORE CIRICILLO (SEAL)
President, Secretary
and Director

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared THEODORE CIRICILLO, the party to the foregoing Amendment to Articles of Incorporation, known to me personally to be such, and he acknowledged the said Amendment to Articles of Incorporation to be the free and voluntary act and deed of himself, and that the facts therein stated are truly set forth.

WITNESS my hand and seal at Ft. Lauderdale, Broward County, Florida, this 29th day of August, 1995.



Notary Public, State of Florida

My commission expires:



MITCHEL W ROTH
My Commission CC480233
Expires Aug. 18, 1999

LAW OFFICES
ROTH, ROTH & ASSOCIATES, P.A.

16459 NORTHEAST 6TH AVENUE
NORTH MIAMI BEACH, FLORIDA 33162

STEVEN M ROTH
MITCHEL W ROTH

Please reply to:
P.O. Box 69-3029
N. Miami Beach, Florida 33269-3029

AREA CODE 305
PHONE 848-8880
FAX 918-8500

P95000057952

September 18, 1995

Secretary of Florida
The Capitol
Tallahassee, FL 32399

Re: China Grill, Inc.
Our File No. 95-1064

000001590840
-09/22/95--01003--004
*****35.00 *****35.00

Dear Sir:

Enclosed please find an Amendment to Certificate of Incorporation of Asian Grill Restaurant Group, Inc. to be filed with the office of the Secretary of State and my trust account check number 1035 in the sum of \$35.00 representing the filing fee for same.

If you require anything additional to complete the filing of the enclosed Amendment, please do not hesitate to contact me.

Sincerely,

Mitchel W. Roth

Mitchel W. Roth

Enc.

CHINAGRLL, INC\CORP\09

1 22 SEP 22 1995

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 22 PM 2:16

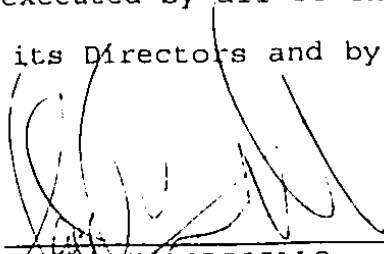
AMENDMENT TO CERTIFICATE OF INCORPORATION
OF
ASIAN GRILL RESTAURANT GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
95 SEP 22 PM 2:16

That at a Special Meeting attended by all of the Directors and all of the Stockholders, the following changes were proposed to the Articles of Incorporation of Asian Grill Restaurant Group, Inc., and that the following change was unanimously approved:

Article III of the Articles of Incorporation of the Corporation is hereby changed to read: "The maximum number of shares that this corporation is authorized to have outstanding at any one time is 25,000,000 shares of common stock having a par value of \$0.0001 per share."

This Amendment has been approved on the 14th day of September, 1995, and has been executed by all of the shareholders of the corporation, by all of its Directors and by its President and Secretary.



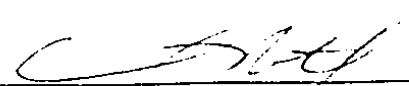
THEODORE CIRICILLO
President, Secretary
and Director

(SEAL)

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared THEODORE CIRICILLO, the party to the foregoing Amendment to Articles of Incorporation, known to me personally to be such, and he acknowledged the said Amendment to Articles of Incorporation to be the free and voluntary act and deed of himself, and that the facts therein stated are truly set forth.

WITNESS my hand and seal at Ft. Lauderdale, Broward County, Florida, this 14th day of September, 1995.



Notary Public, State of Florida
My commission expires:

MITCHEL W ROTH
My Commission CC480233
Expires Aug. 18, 1999