

190-1927-0003 1 01  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H95000008375))  
DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135- 9-0000  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694  
FAX: (305) 541-3770

((H95000008375)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: EMPIRE OUTBACK ASSOCIATES INC.  
FAX AUDIT NUMBER: H95000008375 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 07/29/1995 TIME REQUESTED: 10:25:09  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 6 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

NUM CAPS Connect: 00:17

7/31

FILED  
95 JUL 31 AM 10:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
60 6 11 10 700 95  
DIVISION OF CORPORATIONS

PREPARED BY: DARRYL S. SCHREIBER, ESQ.  
SCHREIBER, SCHREIBER & SCHREIBER  
5600 Sheridan Street  
Hollywood, Florida 33021  
Telephone: (305) 966-5600  
Fla. Bar No.: 342432

H95000008375

ARTICLES OF INCORPORATION

OF

EMPIRE OUTBACK ASSOCIATES INC.

(S)

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida hereby adopts the following Articles of Incorporation.

FILED  
MAY 31 AM 10:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be:

EMPIRE OUTBACK ASSOCIATES INC.

Its business shall be carried on in the State of Florida in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

The term of existence of the corporation is perpetual.

ARTICLE III

The general nature of the business to be transacted by the corporation shall be:

To engage in restaurant management to do all other things necessary and incidental to the proper conduct of such business and to engage in all other legal activities pursuant to the laws of the State of Florida and of the United States.

ARTICLE IV

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be:

Fifty Thousand (50,000) Shares at \$.01 par value

H95000008375

H95000008375

ARTICLE V

Pursuant to Florida Statute 607.164 (h), the corporation's principal place of business, and its mailing address is 8305 S.W. 160th Street, Miami, Florida 33157, the registered office of the corporation and its registered agent, DARRYL B. SCHREIBER, ESQUIRE, shall be located at 5600 Sheridan Street, Hollywood, Florida.

ARTICLE VI

The name and street address of the members of the first Board of Directors, who shall hold office for the first year of the corporation's existence or until his successor is elected and has qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
STACY COFIELD	8305 S.W. 160th Street Miami, Florida 33157	President/Sec.

There shall not be less than (1) Director, at any time.

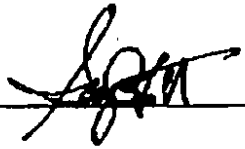
ARTICLE VII

The name and street address of the Incorporator to these Articles of Incorporation is as follows:

STACY COFIELD  
8305 S.W. 160th Street  
Miami, Florida 33157

IN WITNESS WHEREOF, I have unto set my hand and seal this  
28th day of July 1995.

STACY COFIELD



H95000008375

H95000008375

STATE OF FLORIDA }  
COUNTY OF BROWARD } SS

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County above named, to take acknowledgments, personally appeared, STACY COFIELD, to me known to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 28th day of July, 1995.

\_\_\_\_\_  
NOTARY PUBLIC  
Commission Number:

My Commission Expires:

H95000008375

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

H95000008375

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

FIRST: That EMPIRE OUTBACK ASSOCIATES INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida has named DARRYL S. SCHREIBER, ESQUIRE, is located at: 5600 Sheridan Street, Hollywood, Florida 33021 as its agent to accept process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above named corporation, at the place designed in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relating to keeping open said office.

  
DARRYL S. SCHREIBER, ESQUIRE

H95000008375

FILED  
95 JUL 31 AM 10:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CAPITAL CONNECTION, INC.**

117 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 221-8870  
 Address: Post Office Box 10119, Tallahassee, FL 32302  
 FAX (904) 221-1222

**P95000058751**

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Master No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: Empire Outfitters, Inc.

**58751**

- Corp. Record Search
- Ltd. Partnership File
- Foreign Corp. File
- ( ) Certificates photo
- Art. of Assoc. File
- Dissolution/Withdrawal
- C.E.R.
- Plaintiff Name File
- Name Renewal
- Annual Report/Statement of Info
- Reg. Agent Service
- Document Filing
- Corporate Kit
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1st Filing
- UCC 1st Search
- UCC 1st Retrieval
- FIA No. A. Copies
- Courier Service
- Shipping/Handling
- Phone ( )
- Top Priority
- Express Mail Prep.
- FAX ( )

RECEIVED  
 05 SEP 27 PM 1:06  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

FEE.....	\$
DISBURSED.....	\$
BUYER'S.....	\$
TAX on Corporate Supplies.....	\$
<b>SUBTOTAL.....</b>	<b>9.27</b>
PAYMENT.....	\$
BALANCE DUE.....	\$

*Added date per Nicole*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME	<i>PK</i>		CK No.
BY			

WALK IN *9/27 12:00*  
 Will Pick Up

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Paid 30 Days, 10% per Annum

THANK YOU  
 from  
 Your Capital Conn

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

EMPIRE OUTBACK ASSOCIATES, INC.

RECORDED  
INDEXED  
SEP 27 PM 1:06  
OFFICE

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this 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)*

That EMPIRE OUTBACK ASSOCIATES, INC. , reflecting name in Article I of the Articles of Incorporation, is being amended to change the name of the corporation to EMPIRE ASSOCIATES, INC.


**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:

**THIRD:** The date of each amendment's adoption: September 26, 1995

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

Signed this day 20 of September, 19 95.

Signature   
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

\_\_\_\_\_  
STACY COFIELD

Typed or printed name

\_\_\_\_\_  
PRESIDENT

Title