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SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.
54 S.W. BOCA RATON BOULEVARD
BOCA RATON, FL 33432-4708

FILED

EDWARD B. COHEN
CHIEF OF CHICKEN
PAUL A. GOLD (BU THLD)
MICHAEL I. KOTLER**
ALLAN E. SCHWARTZ
ROBERT M. ZAKARIN*

* ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND NEW YORK
** ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND PENNSYLVANIA

95 AUG 15 PM 12:01

NEW YORK OFFICE
110 NORTH 11TH BLVD
MANHATTAN, NEW YORK 10030

SECL
TALLAHASSEE, FLORIDA

BOCA RATON (407) 381-9000
WEST PALM BEACH (407) 844-4000
LAUDERDALE (305) 922-0030
FAX (407) 381-9770

August 8, 1995

VIA CERTIFIED MAIL RECEIPT #Z 026 473 535

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

3800001501120000
407/15/95-101000-011
****122.50 ****122.50

RE: ESL RESTAURANTS, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Designation of Registered Agent for ESL RESTAURANTS, INC. for filing. Also enclosed is our firm's check in the sum of \$122.50 in payment of the following costs:

Filing Fee:	\$ 35.00
Certified Copy:	52.50
Certificate of Registered Agent:	35.00

Total	\$122.50 =====
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Kindly file the Articles of Incorporation and Designation of Registered Agent and return a conformed copy to the undersigned.

Very truly yours,

SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.

By: Cheryl R. Clare
Cheryl R. Clare
Legal Assistant

/crc
Enclosures

LENA\SEC-ST.LTR

KB
8/10

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ESL RESTAURANTS, INC.

ARTICLE I

NAME

The name of this corporation is
ESL RESTAURANTS, INC.

ARTICLE II

PURPOSE

This corporation is organized for the following purposes:

1. To own and operate restaurants.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.

(b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify her from voting thereon.

(c) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 420 Meadows Circle, Boynton Beach, Florida 33486. The initial registered agent of this corporation is SALVATORE LENA with his address at 420 Meadows Circle, Boynton Beach, Florida 33486. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Director(s), initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

SALVATORE LENA	420 Meadows Circle Boynton Beach, Florida 33486
EMANUEL LENA	420 Meadows Circle Boynton Beach, Florida 33486

ARTICLE VII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles is:

SALVATORE LENA
420 Meadows Circle
Boynton Beach, Florida 33486

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4 day of August, 1995.

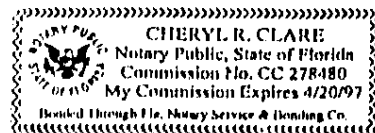
Salvatore LENA
SALVATORE LENA

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

Sworn to and subscribed before me this 17th day of August, 1995, by SALVATORE LENA, who is personally known to me (or who has produced _____ as identification) and who did take an oath.

(SEAL)



Cheryl R. Clare
Print Name: Cheryl R. Clare
Notary Public, State of Florida

LENA\ARTICLES.CRT

FILED

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SECRET
TALLAHASSEE, FLORIDA

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

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

First--That **ESL RESTAURANTS, 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 Boynton Beach, County of Palm Beach, State of Florida has named **SALVATORE LENA**, located at 420 Meadows Circle, Boynton Beach, Florida 33486, its 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 provision of said act relative to keeping open said office.



SALVATORE LENA
(Registered Agent)

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