

P95000063823

LAW OFFICES

HONIGMAN MILLER SCHWARTZ AND COHN FILED

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

222 LAKEVIEW AVENUE SUITE 600
WEST PALM BEACH, FLORIDA 33401-6002

TELEPHONE (407) 832-4500
TELECOPIER (407) 832-3036

95 AUG 16 PM 3:21

CATHERINE M. SCOTT
Legal Assistant

DIRECT DIAL NUMBER
(407) 832-4500

August 15, 1995

TALLAHASSEE, FL

TAMPA, FLORIDA
ORLANDO, FLORIDA
DETROIT, MICHIGAN
LANSING, MICHIGAN
HOUSTON, TEXAS
LOS ANGELES, CALIFORNIA

VIA FEDERAL EXPRESS

Secretary of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32399

700001562777
-08/16/95--01106--010
****122.50 ****122.50

Re: Exodus Restaurant, Inc.

EFFECTIVE DATE
08-15-95

Gentlemen:

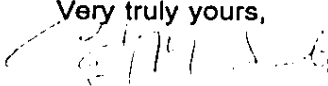
Enclosed herewith are two executed copies of the Articles of Incorporation for the above-referenced corporation together with a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	35.00
TOTAL	<u>\$122.50</u>

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,


Cathy M. Scott
Legal Assistant to
Brad Tomtishen

CMS/md
Enclosures

cc: Mike My Nguyen (w/enc.)
Brad Tomtishen, Esq. (w/enc.)
Maria Maistrellis, Esq. (w/enc.)

WPD/68168 1/26008-11100

th
8-18-95

ARTICLES OF INCORPORATION
OF
EXODUS RESTAURANT, INC.

FILED
95 AUG 16 PM 3:25
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Exodus Restaurant, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

3324 W. Gandy Boulevard, #2
Tampa, Florida 33604

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence commencing on August 15, 1995.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of one penny (\$.01) par value common stock, which shall be designated "Common Shares".

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

HOMISCO INCORPORATION, INC.
222 Lakeview Avenue, Suite 800
West Palm Beach, Florida 33401

ARTICLE IX - INCORPORATOR

The name and address of the entity signing these Articles are:

HOMISCO INCORPORATION, INC.
222 Lakeview Avenue, Suite 800
West Palm Beach, Florida 33401

ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The name and address of the initial director of the Corporation are:

NAME

Mike My Nguyen

ADDRESS

3324 W. Gandy Boulevard, #2
Tampa, Florida 33604

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15th day of August, 1995.

HOMISCO INCORPORATION, INC.

By: Steven R. Parson, V.P.
Steven R. Parson, Vice President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 15th day of August, 1995.

HOMISCO INCORPORATION, INC.

By: Steven R. Parson, V.P.
Steven R. Parson, Vice President

WPB/68573 1/26098-51590

FILED
95 AUG 16 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA