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(((H95000009315))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135 -0000000
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000009315))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: EMERALD COAST RESTAURANT, INC.
FAX AUDIT NUMBER: H95000009315 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/23/1995 TIME REQUESTED: 10:13:15
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
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TALLAHASSEE, FLORIDA

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AUG-23-1995 14:22 FROM EMPIRE

TO

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FLORIDA DEPARTMENT OF STATE
Sandra B. Moitham
Secretary of State

August 23, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: EMERALD COAST RESTAURANT, INC.
REF: W95000017039

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The required electronic filing cover sheet was not submitted with the document. Please resubmit the document with this cover sheet.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: 895000009315
Letter Number: 895A00039440

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

H9 5000009315

STEVEN GARELLEK, ESQ.
7000 W. Palmetto Park Rd.
Suite 400
Boca Raton, FL 33433
(407) 391.3344
FL. Bar NO. 0962480

ARTICLES OF INCORPORATION

OF

EMERALD COAST RESTAURANT, INC.

FILED
95 AUG 23 PM 4:56
SECRET
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is Emerald Coast Restaurant, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be:

7000 West Palmetto Park Road
Suite 400
Boca Raton, Florida 33433

ARTICLE III

CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to issue is 300 shares, all of which shall be Common Stock, each share having no par value. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

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ARTICLE IV

REGISTERED OFFICE AND AGENT

The initial street address of the Corporation's initial registered office shall be 7000 West Palmetto Park Road, Suite 400, Boca Raton, Florida 33433 and the initial registered agent for the Corporation at that address shall be Steven Garellek.

ARTICLE V

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are:

Name

Address

Steven Garellek

7000 West Palmetto Park Road
Suite 400
Boca Raton, Florida 33433

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



Steven Garellek

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for Emerald Coast Restaurant, Inc. at the place designated in the Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATE: August 15, 1995


Steven Garellek

H9500009315

RECEIVED
AUG 15 1995

LAW OFFICES OF
STEVEN GARELLEK, P.A.

Steven Garelek
Also of the New York & Ontario Bars

Of Counsel:
Marcia A. Levine, LL.M. (Tax)

William A. Sutherland, Q.C.
Also of the Nova Scotia Bar

William Gerstein
Also of the Georgia Bar

ATTORNEYS - AT - LAW

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File 11/448

February 6, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Corporate Name Change from Emerald Coast Restaurant, Inc. to
Emerald Coast Restaurants, Inc.

Dear Sir or Madam:

In connection with the above referenced name change, please find the following items:

1. Check made out to the Division of Corporations for \$35.00;
2. Articles of Amendment to the Articles of Incorporation;
3. Unanimous written consent of shareholders.

If you have any other questions regarding this matter, please feel free to call

Yours very truly,

William Gerstein

William Gerstein, Esq.

FILED
36 FEB 12 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
EMERALD COAST RESTAURANT, INC.**

To: Department of State
Tallahassee, Florida 32304

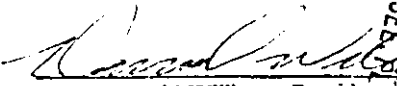
Pursuant to the provision of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following articles of amendment to its Articles of Incorporation:

1. The name of the corporation is changed to EMERALD COAST RESTAURANTS, INC.
2. The amendment was adopted by the stockholders on December 5, 1995
3. The number of shares voted for such amendment was 150 and the number of shares voted against such amendment was 0. Such number was sufficient to approve the amendment.
4. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

Class	Number of Shares Voted	
	For	Against
Common Stock	150	0

Such number was sufficient to approve the amendment.

Dated: December 27th 1995


David Williams, President

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36 FEB 12 PM 2:00
TALLAHASSEE
FLORIDA

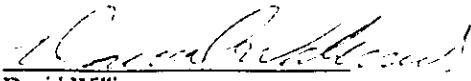
UNANIMOUS WRITTEN CONSENT OF THE
SHAREHOLDERS OF
EMERALD COAST RESTAURANT, INC.

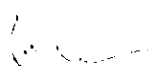
1. RESOLVED that Article I of the Articles of Incorporation of EMERALD COAST RESTAURANT, INC. a Florida corporation, is amended as follows:

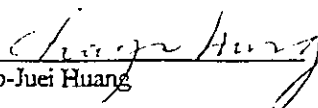
"The name of the corporation is EMERALD COAST RESTAURANTS, INC."

2. RESOLVED FURTHER, That the President and the Secretary of this Corporation are hereby authorized and directed to make, sign, verify, and acknowledge the certificates of proceedings required by statute and to do all acts and things that may be necessary or proper to carry into effect the foregoing resolution in compliance with the laws of the State Florida.

DATED the 11th day of December, 1995


David Williams


Richard Chin


Chao-Juei Huang

FILED
36 FEB 12 PM 2:00
SECRETARY
TALLAHASSEE, FLORIDA