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LAW OFFICE
SAMUEL R. DANZIGER
PROFESSIONAL ASSOCIATION
21 SOUTHEAST FIRST AVENUE
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB - 7 PM 3:53

February 6, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

300001709189
-02/07/96--01043--013
*****122.50 *****122.50

RE: BOCA WOK AND GRILL INC.
Our File No.: 96-136

Dear Madam or Sir:

Relative to the above-captioned matter, I enclose herewith for filing original and one copy of Articles of Incorporation. Also enclosed is a check in the amount of \$122.50 for your fee. Please provide us with a stamped filed copy.

Sincerely yours,


SAMUEL R. DANZIGER

SRD/nr
Enclosures

AL FEB - 9 1995

AUTHORITY TO REPRESENT

96 FEB -7 PM 3:53

I, GARY PROVENZANO, do hereby retain and employ Samuel R. Danziger, P.A. as my counsel to represent me in my commercial lease negotiation against in Boca Raton, Florida.

It is hereby agreed and understood:

1. That I will be billed monthly at the hourly rate of \$125.00 per hour.

2. That I will additionally pay to my counsel any and all costs related to this matter, including, but not limited to, long distance telephone charges, copying costs, trial costs, etc.

3. That I may discharge my counsel at any time I am dissatisfied with his representation and that he will release a copy of his file upon payment or satisfactory arrangement for payment on any outstanding fees and costs.

It is further acknowledged:

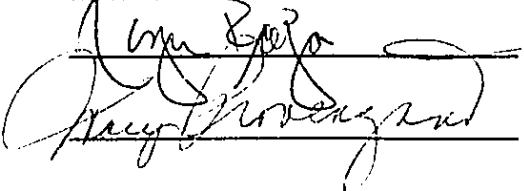
1. That I have given my counsel the amount of \$850.00 as retainer to be applied against monthly as follows: (a) the amount of \$600.00 for attorney's fees; and (b) the amount of \$250.00 for costs.

2. That before signing this contract I have read the foregoing, and received a signed copy to keep to refer to while being represented by the undersigned counsel.

Dated this _____ day of January, 1996.

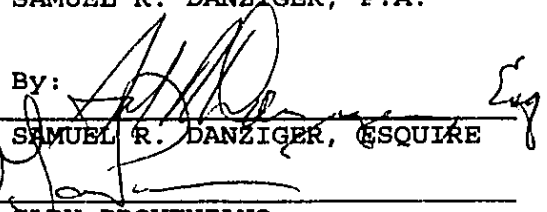
LAW OFFICES OF
SAMUEL R. DANZIGER, P.A.

Witnesses:



Gary Provenzano

By:



SAMUEL R. DANZIGER, ESQUIRE

GARY PROVENZANO

**ARTICLES OF INCORPORATION
OF
BOCA WOK AND GRILL INC.**

ARTICLE I - NAME

The name of the corporation is: BOCA WOK AND GRILL INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of fifty (\$.50) cents par value common stock which shall be designated "common shares".

**ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is: 12602 Maypan Drive, Boca Raton, Florida 33428 and the name of the initial registered agent of this corporation and his address is: Mary Provenzano, 12602 Maypan Drive, Boca Raton, Florida 33428.

**ARTICLE VI - INITIAL
BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increase or diminish from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is: Mary Provenzano, 12602 Maypan Drive, Boca Raton, Florida 33428.

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is: Mary Provenzano, 12602 Maypan Drive, Boca Raton, Florida 33428.

ARTICLE VIII - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 29 day of January, 1996.

Mary Provenzano
MARY PROVENZANO

STATE OF FLORIDA :
) SS.
COUNTY OF PALM BEACH:

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, Mary Provenzano, to me well known to be the person who executed the foregoing Articles of Incorporation of BOCA WOK AND GRILL INC. and acknowledged that he signed and executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Boca Raton, Palm Beach County, Florida on this _____ day of January, 1996.

SWORN TO AND SUBSCRIBED before me
this 20th day of January, 1996.

NOTARY PUBLIC

~~My Commission Expires:~~

Many Provenzano personally appeared
before me this 29th day of January
1996 producing FLD# PUI5583 56 Sub exp. 2/21/2002
in the State of Florida Palm Beach County
has acknowledged this form signing of her free will.



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST THAT, BOCA WOK AND GRILL INC. is organized and
qualified under the laws of the State of Florida, with its
principal place of business at 12602 Maypan Drive, Boca Raton,
Florida 33428 has named Mary Provenzano, located at 12602 Maypan
Drive, Boca Raton, Florida 33428 as its Agent to accept Service of
Process within Florida.

SIGNATURE

Mary Provenzano
MARY PROVENZANO

TITLE President

DATE 1-29-96

Having been named to accept Service of Process for the above
stated corporation, at the place designated in this Certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.

SIGNATURE

Mary Provenzano
MARY PROVENZANO

DATE

1-29-96

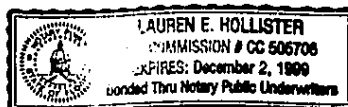
SWORN TO AND SUBSCRIBED before me
this 29th day of January, 1996.

Lauren E. Hollister
NOTARY PUBLIC

State of Florida at Large

My Commission Expires:

Mary Provenzano personally
appeared before me in the
State of Florida Palm Beach
County producing FL DL
#A015-58356-Sub exp 2-26-2005



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB -7 PM 3:53