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NASON, GILDAN, YEAGER, GERSON & WHITE, P.A.

ATTORNEYS AT LAW
UNITED NATIONAL BANK TOWER
1645 PALM BEACH LAKES BOULEVARD
SUITE 1800
WEST PALM BEACH, FLORIDA 33401

ALAN I. ARMOUR II
HOWARD J. FALCON III
GARY N. GERSON
HERBERT L. GILDAN
PHILLIP C. GILDAN
ELAINE JOHNSON JAMES
JEFFREY B. KAHN
BUBAN FLEISCHNER KORNDORF
DOMENICK H. LIOCE
KENNETH A. MARRA

TELEPHONE (407) 886-3307
TELEFAX (407) 886-5442

JOHN M. McDIVITT
NATHAN E. NASON
MARK A. PACHMAN
M. RICHARD BAPIN
GREGORY L. SCOTT
JOHN WHITE II
THOMAS J. YEAGER

February 6, 1996

Office of the Secretary of State
Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee, FL 32301

100001709861
-02/08/96--01016--010
****122.50 ****122.50

Re: Premier Restaurant Equipment Service, Inc.
Our File: to be opened

To Whom It May Concern:

In connection with the proposed incorporation of Premier Restaurant Equipment Service, Inc., enclosed please find one duly executed original and one copy of Articles of Incorporation. Also enclosed is a check made payable to the Department of State in the amount of \$122.50 representing the appropriate filing fee, the Registered Agent fee and the fee to obtain a certified copy of the filed Articles.

Please endorse your approval of these Articles and return the certified copy directly to the undersigned as soon as possible.

Thank you.

Very truly yours,

NASON, GILDAN, YEAGER, GERSON
& WHITE, P.A.

Ronald A. Burgess

Ronald A. Burgess
Corporate Paralegal

Enclosures

cc: Gary N. Gerson, Esq.

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FILED
96 FEB -8 PM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ramona
2-13-96

**ARTICLES OF INCORPORATION
OF
PREMIER RESTAURANT EQUIPMENT SERVICE, INC.**

FILED
96 FEB -8 PM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be:

PREMIER RESTAURANT EQUIPMENT SERVICE, INC.

ARTICLE II

ADDRESS

The principal office address of the corporation is:

2070 Scott Avenue
West Palm Beach, FL 33409

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue One Thousand (1,000) shares of Common Stock having a par value of One Cent (\$.01) per share. All shares shall be of the same class and all shareholders shall have unlimited voting rights.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, FL 33401

The name of the initial registered agent of this Corporation at that address shall be:

Gary N. Gerson

ARTICLE V

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one (1) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-laws, but at no time shall the number of directors be less than one (1).

ARTICLE VI

DIRECTOR - NAME AND STREET ADDRESS

The name and street address of the initial member of the Board of Directors who shall hold office until his successor shall have been duly elected or appointed and shall have qualified are as follows:

Name

Martin J. Valonziano

Street Address

4840 Canal 14 Road
Lake Worth, FL 33460

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

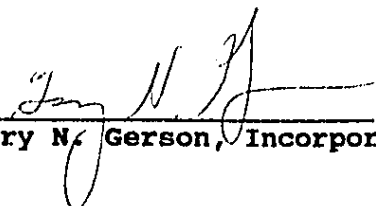
Name

Gary N. Gerson

Street Address

1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, FL 33401

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 2nd day of February, 1996.



Gary N. Gerson, Incorporator

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Premier Restaurant Equipment Service, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1645 Palm Beach Lakes

Boulevard, Suite 1200, West Palm Beach, FL 33401, has named Gary N. Gerson located thereat as its registered agent to accept service of process within this State.

By: 
Gary N. Gerson, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By: 
Gary N. Gerson, Registered Agent

FILED
96 FEB -8 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA