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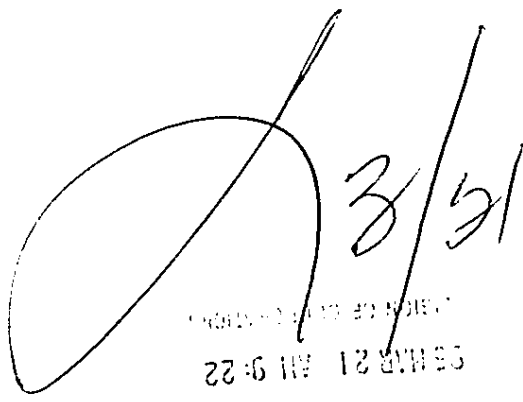
((H9000004055)) ELECTRONIC FILM COVER SHEET
TO DIVISION OF CORPORATIONS FROM: EMERALD CORPORATION KIT COMPANY
DEPARTMENT OF STATE 33 W. FLAGLER ST.
STATE OF FLORIDA SUITE 200
409 N. GAILLARD STREET MIAMI FL 33137 305-641-0194
TALLAHASSEE, FL 32301
FAX: (904) 922-4000 CONTACT: RAY STORMON
PHONE: (305) 641-3094
FAX: (305) 641-3770

((H90000004055)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MAGIC CITY BREWHOUSE, INC.
FAX AUDIT NUMBER: H90000004055 CURRENT STATUS: REQUESTED
DATE REQUESTED: 03/20/1996 TIME REQUESTED: 17:41:01
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
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**ARTICLES OF INCORPORATION
OF
MAGIC CITY BREWHOUSE, INC.**

ARTICLE I. NAME

The name of the corporation is Magic City Brewhouse, Inc.

ARTICLE II. DURATION AND COMMENCEMENT OF EXISTENCE

The corporation is to have perpetual existence, commencing at the filing of these articles with the Department of State.

ARTICLE III. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business, including but not limited to a restaurant.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares of stock which the corporation shall have authority to issue is one hundred thousand (100,000) shares of common stock at a par value of three dollars (\$3.00) per share.

Shares of stock may be disposed of by the corporation for such consideration, having a value of not less than par value of the shares issued therefore, as is determined from time to time by vote of the majority of the outstanding stock.

Treasury shares may be disposed of by the corporation for such consideration as may be determined from time to time by vote of the majority of the outstanding stock.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of consideration for which shares are to be issued shall have been received by the corporation; such shares shall be deemed fully paid and nonassessable.

The stock in the corporation shall be issued pursuant to the provisions of Section 1344 of the Internal Revenue Code.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation in the State of Florida is 9350 S. Dixie Highway, Suite 950, Miami, Florida, 33156 and the initial registered agent of this corporation at such address is Richard Brown, C.P.A.

JAMES F. COMANDER, ESQ.
8603 S. DIXIE HWY #400
MIAMI, FL 33143

(305) 662-9358
FBN. 161200

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Having been named as registered agent on whom process may be served for the above-stated corporation, at the place designated herein, I hereby accept said appointment as registered agent.


 Registered Agent

STATE OF FLORIDA)
) SS
 COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Richard Brown, C.P.A., well known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State of Florida and aforesaid, this 18th day of March, 1996.

My Commission Expires:


 NOTARY PUBLIC - State of Florida

CHRISTINE M. GUERRERO
 Notary Public, State of Florida
 My Comm. expires July 29, 1997
 No. 0000642

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ARTICLE VI. INCORPORATION

The name and address of the person signing these articles is Louis A. Romano, 11415 S. Dixie Highway, Suite 200, Miami, Florida, 33156.Y
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ARTICLE VII. PRINCIPAL OFFICE

The principal office of the corporation shall be located at 11415 S. Dixie Highway, Suite 200, Miami, Florida, 33156.

ARTICLE VIII. MANAGEMENT OF THE CORPORATION BY BOARD OF DIRECTORS

All corporate powers shall be exercised or under the authority of, and the business and affairs of this corporation shall be managed under the direction of a Board of Directors.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X. INITIAL BOARD OF DIRECTORS

This corporation shall have five directors initially. The number of directors may be either increased or diminished from time to time by the by-laws. The names and addresses of the initial directors of this corporation are Chuck Chmelir, 11415 S. Dixie Highway, Suite 200, Miami, Florida, 33156; Roy Parker, 11415 S. Dixie Highway, Suite 200, Miami, Florida, 33156; Alex J. Saens, 15575 Garden Road, Poway, California, 92064; Richard A. Miller, 11415 S. Dixie Highway Highway, Suite 200, Miami, Florida, 33156; and Louis A. Romano, 11415 S. Dixie Highway, Suite 200, Miami, Florida, 33156.

ARTICLE XI. AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any or all of the provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by Statute, and all rights conferred upon by Shareholders herein granted herein subject to this reservation.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid, this ____ day of March, 1996.


 LOUIS A. ROMANO, DIRECTOR

STATE OF FLORIDA)

COUNTY OF DADE) SS

BEFORE ME, the undersigned authority, personally appeared Louis A. Romano, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State of Florida and aforesaid, this 18th day of March, 1996.


 NOTARY PUBLIC - State of Florida

My Commission Expires:

CHRISTINE M. GUERRERO
 Notary Public, State of Florida
 My Comm. expires July 29, 1997
 No. CC008642

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