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Secretary of State  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, Florida 32301

300000 752578  
-03/21/96--01055--000  
\*\*\*122.50 \*\*\*122.50

RE: RESTAURANT CONSULTANTS, INC.

Gentlemen:

Enclosed please find the Articles of Incorporation for the aforementioned new corporation. Enclosed please find my check in the amount of \$122.50, for the filing fee, certified copy fee, registered agent fee and charter tax.

Should any of this be lacking in order to comply with the laws of the State of Florida, please do not hesitate to contact me.

Very truly yours,

  
\_\_\_\_\_  
Title

/rc1

Enclosures

IMBER & COMPANY  
Certified Public Accountants

16455 West Dixie Highway  
North Miami Beach, Florida 33160

FILED  
MAR 21 AM 10:02  
TALLAHASSEE, FLORIDA  
3/27/96  
PB

**ARTICLES OF INCORPORATION  
OF  
RESTAURANT CONSULTANTS, INC.**

FILED  
MAR 21 AM 10:02  
CLERK OF DISTRICT COURT  
JULIA M. HARRIS  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this Corporation is Restaurant Consultants, Inc. the mailing address is 1408 SW 160 Avenue, Fort Lauderdale, Florida 33326.

**ARTICLE II - DURATION**

This Corporation shall exist perpetually commencing on the date these Articles are filed.

**ARTICLE III - PURPOSE**

This Corporation is organized for the purpose of conducting any lawful business for which corporations may be incorporated under the Florida General Corporations Act.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 1000 shares of stock \$1.00 par value, which said shares shall be designated as "Common Shares".

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

The street address of the initial registered office of the Corporation is 1408 SW 160 Avenue, Fort Lauderdale, Florida 33326. The name of the initial Registered Agent of this Corporation is Brad Arnowitz.

**ARTICLE VI - PRINCIPAL OFFICE**

The street address of the principal office is 1408 SW 160 Avenue, Fort Lauderdale, Florida 33326. The name of the principal officer is Brad Arnowitz.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) initial director. The number of directors may increase from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

Brad Arnowitz  
1408 SW 160 Avenue  
Fort Lauderdale, Florida 33326

ARTICLE VIII - INCORPORATION

The name and address of the person signing these Articles is:

Brad Arnowitz  
1408 SW 160 Avenue  
Fort Lauderdale, Florida 33326

ARTICLE IX

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend, rescind, or repeal any provisions contained in these Articles of Incorporation, and amendment thereof, and any right conferred upon the shareholders herein to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19 day of March, 1996.

BRAD ARNOWITZ

STATE OF FLORIDA

COUNTY OF \_\_\_\_\_

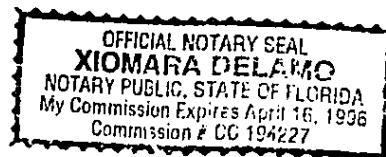
Before me, the undersigned authority, personally appeared BRAD ARNOWITZ to me well known and known to me to be the person described in and who acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 19 day of March, 1996.

Xiomara Del Amo

Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any Amendments hereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19th day of March, 1996.

BRAD ARNOWITZ

95 MAR 21 AM 10:02  
ALBANY, NEW YORK  
ALBANY, NEW YORK

FILED