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4/9/96

FLORIDA DIVISION OF CORPORATIONS

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1: DIVISION OF CORPORATIONS

FROM: FAB-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

TALLAHASSEE, FL 32399

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FAX: (904) 922-4000

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CARLYLE INVESTMENT GROUP, INC.

FAX AUDIT NUMBER: H96000005025

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/09/1996

TIME REQUESTED: 13:25:36

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 9, 1996

FAS-T CORP. AGENTS, INC.

MIAMI, FL

SUBJECT: CARLYLE INVESTMENT GROUP, INC.
REF: W96000007697

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

PLEASE LIST ONLY ONE REGISTERED AGENTS NAME IN ARTICLE VII ALSO ON THE R.A. CERTIFICATE.

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. #: H96000005025
Letter Number: 796A00016304

RECEIVED 04/09/96 17:00

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04/09/96

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

**ARTICLES OF INCORPORATION
OF
CARLYLE INVESTMENT GROUP, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, natural person, acting hereby as Incorporator of CARLYLE INVESTMENT GROUP, INC. under the provisions of Section 607, Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is CARLYLE INVESTMENT GROUP, INC.

ARTICLE II - COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing these Articles of Incorporation.

ARTICLE III - DURATION

The duration of the corporation is perpetual.

ARTICLE IV - PURPOSES

The general nature and purposes for which the corporation is organized are as follows:

A. To engage in every business aspect and phase of the operation, management, sale, purchase, and franchise of restaurants and related business;

Prepared by: Silva & Silva PA 2
GRAND BAY PLAZA Suite 601
2665 South Bayshore Drive
Miami, Fl 33133
(305) 858-1212

B. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares that the corporation is authorized to issue and have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be payable in lawful money or property, labor or services rendered. No shareholder of this corporation shall enter into a voting trust agreement or any other agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE VI - RESTRICTION ON THE TRANSFER OF SHARES

The stock of this corporation shall not be sold, conveyed, bargained, encumbered, bequeathed, exchanged, transferred or otherwise alienated to another individual, partnership, corporation or association without written consent of the other stockholders. Should anyone of the stockholders desire to sell, convey, bargain, encumber, bequeath, exchange, transfer or otherwise alienate his/her interest in the corporation, the Corporation shall be given a right of first refusal for a period of no less than thirty (30) days wherein to purchase said shares. If the Corporation decides not to exercise its right of first refusal then the shareholder may convey said shares to any interested party. All certificates of stock issued by this corporation shall have written notice of said provision attached thereto.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2665 S. Bayshore

Drive, Suite 601, Miami, FL 33133 and the name of its initial registered agent at that address are CARLOS E. SILVA and ROGER MACHIN.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The affairs of CARLYLE INVESTMENT GROUP, INC. shall be managed by a Board of Directors consisting of not less than two (2) directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than two (2). The manner of election of directors of CARLYLE INVESTMENT GROUP, INC. shall be regulated by the Bylaws. The name and street address of the persons who shall serve as the initial directors and officers of CARLYLE INVESTMENT GROUP, INC. are as follows:

<u>NAME</u>	<u>ADDRESS</u>
CARLOS E. SILVA President & Treasurer	2665 S. Bayshore Dr., Suite 601 Miami, FL 33133
ROGER MACHIN Vice-President & Secretary	2665 S. Bayshore Dr., Suite 601 Miami, Florida 33133

ARTICLE IX - INCORPORATOR

The name and street address of the incorporators is: CARLOS E. SILVA and ROGER MACHIN, 2665 S. Bayshore Dr., Suite 601, Miami, Florida, 33133.

ARTICLE X - INFORMAL SHAREHOLDER ACTION

Any action of the shareholder may be taken without a meeting if consent in writing setting forth the action so taken without a meeting shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be in the board of directors.

ARTICLE XII - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles of Incorporation may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

ARTICLE XIII - SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of his/her services. The corporation shall forthwith, upon such disqualification of any

shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE XIV - INFORMAL DIRECTOR ACTION

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the board of directors.

ARTICLE XV - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9 day of April, 1996.



ROGER MACHIN



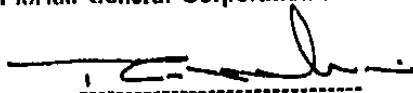
CARLOS E. SILVA

**ACKNOWLEDGEMENT AND STATEMENT OF
DESIGNATED REGISTERED AGENT**

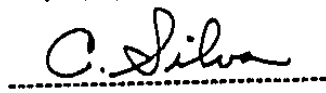
Pursuant to Chapters 607, Florida Statutes, the following is submitted:

That CARLYLE INVESTMENT GROUP, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, 2665 S. Bayshore Dr., Suite 601, Miami, Florida 33133 has named CARLOS E. SILVA as agents to accept service of process within this state.

Having been named to accept service of process for CARLYLE INVESTMENT GROUP, INC., at the place designated in this acknowledgement, and being familiar with the obligations of a registered agent, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Acts relative to keeping open the registered office



ROGER MACHIN



CARLOS E. SILVA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

IN WITNESS WHEREOF, the foregoing acknowledgement and statement of the designated registered agent instrument was executed and acknowledged before me this 9 day of April, 1996.

NOTARY PUBLIC

Serial No. _____
My commission expires: _____