

4/23/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: WALL STREET BAR & GRILLE, INC.

REPTIME OF 04/23/96

109 EAST FLORIDA ST.

TALLAHASSEE, FL 32303

SUITE 200

FAX: (904) 977-4000

CONTACT: RAY STORMONT

PHONE: (305) 541-3094

FAX: (305) 541-3770

((H96000005715))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: WALLSTREET BAR & GRILLE, INC.

FAX AUDIT NUMBER: H96000005715

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/23/1996

TIME REQUESTED: 14:43:52

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450C03255

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NUM CAPS Connect: 00:06:1

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65 APR 23 PM 5:21
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4/24/96
10:03 PM 0:31

ARTICLES OF INCORPORATION

OF

WALLSTREET BAR & GRILLE, INC.

The undersigned incorporator of these Articles of Incorporation, a competent natural person, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

WALLSTREET BAR & GRILLE, INC.

ARTICLE II

The purposes and general nature of the business or businesses to be transacted, conducted and carried on by this Corporation shall be:

1. To own, operate, buy, purchase, deal in and deal with, sell, assign, convey and transfer or otherwise alienate and dispose of, exchange, lease, hold, control, manage and control, and otherwise acquire, license, directly or indirectly, restaurants and bars and any interest or right therein.
2. To improve and develop real property; to erect dwellings of all kinds and to sell or rent the same; to buy, sell, mortgage, exchange, lease, hold for investment, or otherwise use and operate real estate of all kinds, improved or unimproved, and any interest or right therein.
3. To take, buy, exchange, lease or otherwise acquire real estate and any interest or right therein, and to hold, own, operate, control, maintain, manage and control, directly or through ownership of stock in any other corporation, any and all kind of buildings, stores, offices, warehouses, mills, shops, factories, machinery and plants, and any and all other structures and erections which may at any time be necessary, useful or advantageous for the purposes of this corporation.
4. To sell, assign and transfer, convey, lease or otherwise alienate or dispose of, and to mortgage or otherwise encumber the lands, buildings, real and personal property of the corporation wherever situated, and any and all legal and equitable interests therein.
5. To purchase, sell, lease, manufacture, deal in and deal with every kind of goods, wares and merchandise, rights, chattels, easements, privileges and franchise which may lawfully be purchased, sold, produced or dealt in by corporations in the State of Florida.
6. To purchase, acquire, hold and dispose of the stocks, bonds and other evidences of indebtedness of any corporation, domestic or foreign, and to issue in exchange therefor its stocks, bonds or other obligations, and to exercise in respect thereof all the right, powers and privileges of individual owners, including the right to vote thereon; and to aid in any manner permitted by law any corporation of which any bonds or other securities or evidences of indebtedness or stocks are held by this corporation, and to do any acts or things designed to protect, preserve, improve or enhance the value of any such bonds or other securities or evidences of indebtedness or stock.

PREPARED BY:
MICHAEL LUBIN
300 WASHINGTON AVENUE, 3RD FLOOR
MIAMI BEACH, FLORIDA 33139
(305) 431-4400

7. Any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act. The purposes and powers specified in the foregoing clauses of this Article shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to or inference from the terms of any other clause of this or any other paragraph of this Certificate, but the purposes and powers specified in each of the clauses of this Article II shall be construed as independent purposes and powers, and the foregoing enumeration to specific powers shall not be held, and is not intended to limit or restrict in any manner the powers of the Corporation, but is in furtherance and in addition to the general powers conferred upon corporation organized under the Corporation Law of the State of Florida.

ARTICLE III

This Corporation shall have an authorized capital stock of 1000 shares of common stock, each having a par value of \$1.00, said stock to be fully paid and non-assessable. There shall be no pre-emptive rights accruing to stockholders.

ARTICLE IV

This corporation shall begin business with a capital of not less than One Thousand (\$1,000.00) Dollars.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The principal office of this corporation in the State of Florida shall initially be at:

930 Washington Ave. Third floor, Miami Beach FL 33139.

ARTICLE VII

The management and control of the business of this corporation shall initially be managed by its stockholders, rather than by a Board of Directors, under and in accord with Chapter 607 of the Florida Statutes. It is the intention of the subscriber and incorporator that this corporation shall be a corporation, as defined by the Florida Statutes. However, a majority of the stockholders, in accordance with resolutions properly passed in accordance with the By-Laws of this corporation, may decide that this corporation may be managed by a Board of Directors; and, in the event of such adoption of such By-Laws and/or such resolutions, the corporation shall have not less than two (2) Directors, which number may be increased or diminished from time to time by By-Laws and/or resolutions adopted by the Stockholders, but shall never be less than two (2).

ARTICLE VIII

This Certificate of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement signifying that a certain amendment of this Certificate of Incorporation be made.

ARTICLE IX

Insofar as the same is not contrary to the laws of the State of Florida, no contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of its directors, officers or stockholders is or are interested in or is a member, stockholder, director or officer, or are members, stockholders, directors or officers, individually jointly, may be a part or parties to or may be interested in any contract.

ARTICLE X

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him, in connection with any proceeding to which he may be a party, or which he may be involved by reason of his being or having been a director or an officer of the corporation, or any settlement, thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement, the indemnification herein shall apply only when the stockholders approve such settlement and reimbursement as being for the best interest of the corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director or officer or stockholder may be entitled.

ARTICLE XI

It is the intention and purpose of the subscriber to these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate, in order to effectuate the treating of the stock of this Corporation under Section 1244 of the Internal Revenue Code.

ARTICLE XII

The names and street addresses of the first officers and directors of the corporation, who shall hold office until their successors are elected and have qualified, are as follows:

NAME	TITLE
Jay Nelson Love 9555 S. Dixie Highway Miami, FL 33156	President and Director
Michael H. Lubin 930 Washington Avenue Third Floor Miami Beach, FL 33139	Vice President, Secretary and Director

ARTICLE XIII

In addition to the purposes and powers granted to the corporation under the provisions of Article II hereof, the corporation shall have the express right, power and authority to become a joint venturer, a general partner and/or limited partner, and may enter into general partnership, limited partnership and/or joint venture agreements with any other persons, firms or corporations involving any proper and lawful business purposes.

ARTICLE XIV

The street address of the initial registered office of this Corporation is:

930 Washington Ave., Third Floor, Miami Beach, FL 33139; and the name of the initial registered agent of this corporation is Michael H. Lubin who by his signature hereafter accepts said appointment.

ARTICLE XV


This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation. Corporate existence shall begin on the 5th day of April, 1996.

ARTICLE XVI

The name and address of the sole incorporator signing these Articles is:

Michael H. Lubin
930 Washington Ave.
Third Floor
Miami Beach, FL 33139

IN WITNESS WHEREOF, the subscriber has hereunto affixed his signature this 20th day of April, 1996.


Michael H. Lubin, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

THE FOREGOING INSTRUMENT was acknowledged before me this 20th day of April, 1996 by Michael H. Lubin who is personally known to me and who took an oath.


NOTARY PUBLIC


DIANA CRUZ
State of Florida at Large
My Commission 00828822
Expires Feb. 20, 2000

My commission expires:



Having been named to accept service of process for the stated corporation, at the place designated in these Articles of Incorporation, 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.

DATE: April 20, 1996


Registered Agent

PREPARED BY:
MICHAEL LUBIN
930 WASHINGTON AVENUE, 3RD FLOOR
MIAMI BEACH, FLORIDA 33139
(305) 571-8888

P96000035524

MAY-13-1996 12:10
5/13/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

P.26
12:19 PM

((H96000006739))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32389 CONTACT: RAY STORMONT
FAX: (904) 822-4000 PHONE: (305) 541-3884
FAX: (305) 541-3770

((H96000006739))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: WALLSTREET BAR & GRILLE, INC.
FAX AUDIT NUMBER: H96000006739 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/13/1996 TIME REQUESTED: 12:18:54
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$35.00 ACCOUNT NUMBER: 072460003255

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

55 MAY 13 PM 2:50

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
WALLSTREET BAR & GRILLE, INC.
CHARTER 896000035524


PURSUANT TO THE PROVISIONS OF CHAPTER 607, FLORIDA STATUTES, A MEETING WAS HELD ON MAY 10, 1996 AT WHICH TIME THE SOLE INCORPORATOR AND SHAREHOLDER OF WALLSTREET BAR & GRILLE, INC., MICHAEL H. LUBIN, ADOPTED A RESOLUTION AMENDING ARTICLE 1 OF THE ARTICLES OF INCORPORATION OF WALLSTREET BAR & GRILLE, INC. TO CHANGE THE NAME OF SAID CORPORATION FROM WALLSTREET BAR & GRILLE, INC. TO 1661 MERIDIAN CORP.

ARTICLE I OF THE ARTICLES OF INCORPORATION OF WALLSTREET BAR & GRILLE, INC. SHALL NOW BE AMENDED TO REFLECT THAT THE NAME OF THE CORPORATION IS:

1661 MERIDIAN CORP.

THE PRINCIPAL OFFICE OF THE CORPORATION AND THE MAILING ADDRESS OF THE CORPORATION SHALL REMAIN 930 WASHINGTON AVENUE, THIRD FLOOR, MIAMI BEACH, FLORIDA 33139.

ADOPTED THIS 10TH DAY OF MAY, 1996.


MICHAEL H. LUBIN
SOLE INCORPORATOR AND SHAREHOLDER

H96000006739

THIS INSTRUMENT PREPARED BY
Steven Polisar, Esq.
930 Washington Avenue, 3rd Floor
Miami Beach, FL 33139
305-531-8400
FBN 194090

FILED
MAY 15 1996
CLERK OF COURT
MIAMI BEACH, FLORIDA

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B- 2
((H96000007960)) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33136- FL 33418-0000
TALLAHASSEE, FL 32399
FAX: (904) 922-4000 CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770
DOCUMENT TYPE: BASIC AMENDMENT

NAME: 1661 MERIDIAN CORP.
FAX AUDIT NUMBER: H96000007960
DATE REQUESTED: 06/06/1996
CERTIFIED COPIES: 0
NUMBER OF PAGES: 4
ESTIMATED CHARGE: \$35.00
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CERTIFICATE OF STATUS: 0
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ACCOUNT NUMBER: 072450003255

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Linda

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96 JUN -6 PM 2:31
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FILED
96 JUN -7 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06/07/96 08:44 Fl. Dept. of State pl /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

June 7, 1996

1661 MERIDIAN CORP.
930 WASHINGTON AVE.
THIRD FLOOR
MIAMI BEACH, FL 33139

SUBJECT: 1661 MERIDIAN CORP.
REF: F96000028824

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Linda Stitt
Corporate Specialist

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P.01/95

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H96000007960

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

1661 MERIDIAN CORP.

④
FILED
25 JUN -7 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000035524

(JOHN HARRIS)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article XIV is hereby amended to read as follows: The name and address of the registered agent shall be:

By Chadroff
2700 SW 37 Avenue
Miami, Florida 33133

Article XIII is hereby amended to read as follows: The name and address of the officers of this corporation shall be:

President/Secretary/Treasurer
Director

Philip Robert Consolo, III
1661 Meridian Avenue
Miami Beach, Florida

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

By Chadroff, P.A.
2700 SW 37 Avenue
Miami, Florida 33133
(305) 444-5002
Fl. Bar 012929

THIRD: The date of each amendment's adoption: 6/06/96

H96000007960

H9600000796Q

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
The number of votes cast for the amendment(s) was/were sufficient for approval by _____
voting group
- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 20th of June 19 96

Signature *Philip Robert Console*
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Philip Robert Console, III
Typed or printed name

Director
Title


H9600000796Q

1010 P.M.

H9600000796Q

RESIDENT AGENT ACKNOWLEDGMENT

Having been named to accept service of process of the above named corporation at the place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


S. Chadroff

H9600000796Q