

5/09/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE 100 W. WASHINGTON ST.

STATE OF FLORIDA MIAMI FL 33138-8000 194

400 EAST PALM BLVD. CONTACT: RAY B. MONT

TALLAHASSEE, FL 32301 PHONE: (308) 541-3694

FAX: (304) 972-1234 FAX: (308) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: COUNTRY CLUB MANAGEMENT, INC.

FAX AUDIT NUMBER: H96000000008

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/09/1990

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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96 MAY -9 PM 5:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
COUNTRY CLUB MANAGEMENT, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be COUNTRY CLUB MANAGEMENT, INC., and the initial address of this corporation shall be 10500 Taft Street, Pembroke Pines, FL 33026.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
7,000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

This instrument prepared by:
Alex J. Cardenas, P.A.
Alex O. Cardenas, Esquire
Sanctuary Center
Suite 307-D
4800 N. Federal Highway
Boca Raton, FL 33431
Florida Bar Number: 706305

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ARTICLE V

The initial registered office of this corporation shall be at 10500 Taft Street, Pembroke Pines, FL 33026, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Kenneth J. Mongston.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The names and addresses of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

President

Kenneth J. Mongston
10500 Taft Street
Pembroke Pines, FL 33026

ARTICLE VIII

The name and address of the Incorporator is Kenneth J. Mongston, 10500 Taft Street, Pembroke Pines, FL 33026.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is so also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

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ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and herunto set my hand and seal this 8 day of May, 1936.


Kenneth J. Mongston, Incorporator

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**CERTIFICATE DESIGNATION PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.**

In compliance with the laws of Florida, the following is submitted:

First, that COUNTRY CLUB MANAGEMENT, INC., desiring to organize under the laws of the State of Florida, has named Kenneth J. Mongston, 10500 Taft Street, Pembroke Pines, FL 33026, County of Broward, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of section 607.325 F.S.

DATED: this 8 day of may, 1996.

K. J. Mongston
Kenneth J. Mongston, Registered Agent

FILED
96 MAY -9 PM 5: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Law Offices
ALEX J. CARDENAS, P.A.
Sanctuary Centre - Suite 304-D
4800 North Federal Highway
Boca Raton, Florida 33431

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JUL 15 9 56 AM '97
TALLAHASSEE, FLORIDA

Alex J. Cardenas, Of Counsel to
J. Patrick Fitzgerald, P.A.

Telephone: (561) 750-4600
Facsimile: (561) 447-8780

* Also admitted to the Federal Bar

July 15, 1997

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

RE: ARTICLES OF AMENDMENT FOR COUNTRY CLUB MANAGEMENT, INC.

Dear Sir/Madam:

Enclosed please find original Articles of Amendment to Articles of Incorporation and an original Directors Written Consent to Action as executed by the President and Secretary of Country Club Management, Inc. Also enclosed you will find this firm's check in the amount of \$35.00, which amount represents the fee for filing the Articles of Amendment. Please contact me if you have any questions.

Deanne Ferrese

AUTHORIZATION BY PHONE TO
CORRECT ADD FEE 1000.
DATE 8-11
BY KRG

Very truly yours,
Deanne Ferrese
DEANNE L. FERRESE,
Paralegal

/dlf
Enclosures
cc: Mr. Kenneth J. Mongston

WJZ 7/16/97
NC
KRG 8/11

Law Offices
ALEX J. CARDENAS, P.A.

Sanctuary Centre - Suite 304-D
4800 North Federal Highway
Boca Raton, Florida 33431

Alex J. Cardenas, Of Counsel to
J. Patrick Fitzgerald, P.A.

Telephone: (561) 750-4600
Facsimile: (561) 447-8780

* Also admitted to the Federal Bar

August 6, 1997

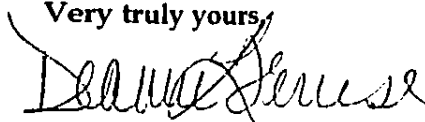
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: ARTICLES OF AMENDMENT FOR COUNTRY CLUB MANAGEMENT, INC.

Dear Sir/Madam:

Enclosed please find original Articles of Amendment to Articles of Incorporation and an original Directors Written Consent to Action as executed by the President and Secretary of Country Club Management, Inc. I have also enclosed a copy of your letter dated July 21, 1997 requesting same. Please contact me if you have any questions.

Very truly yours,



DEANNE L. FERRESE,
Paralegal

/dlf

Enclosures

cc: Mr. Kenneth J. Mongston



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 21, 1997

DEANNE L. FERRESE
ALEX J. CARDENAS, P.A.
4800 N. FEDERAL HWY, SUITE 304D
BOCA RATON, FL 33431

SUBJECT: COUNTRY CLUB MANAGEMENT, INC.
Ref. Number: P96000040127

We have received your document for COUNTRY CLUB MANAGEMENT, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

THE ABOVE CORPORATION IS REGISTERED AS A PROFIT CORPORATION AND HAS SENT IN A NONPROFIT AMENDMENT,

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 (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 897A00036941

97 AUG -8 AM 8:07
DIVISION OF CORPORATIONS

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

COUNTRY CLUB MANAGEMENT, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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 I - the name of the corporation shall be ORANGEBROOK COUNTRY CLUB RESTAURANT, INC. and the address of the corporation shall be 10500 Taft Street, Pembroke Pines, Florida.

FILED
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SECRETARY OF STATE
TALLAHASSEE, 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:

None

THIRD: The date of each amendment's adoption: June 30, 1997

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 31 day of July, 1997

Signature Kenneth J. Mongston
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

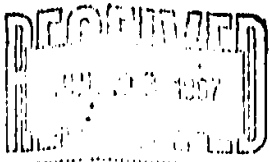
(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

KENNETH J. MONGSTON, as President/Incorporator
Typed or printed name

Title



DIRECTORS WRITTEN CONSENT TO ACTION

Pursuant to Chapter 607, Florida Statutes, the undersigned being the sole member of the Board of Directors of COUNTRY CLUB MANAGEMENT, INC., ("the corporation") do hereby consent to and approve the following consent to action in lieu of holding a special meeting of directors. It is accordingly hereby resolved:

1. Resolved that the following amendment to the Articles of Incorporation was adopted by the Corporation:

Article I - the name of the corporation shall be ORANGEBROOK COUNTRY CLUB RESTAURANT, INC. and the address of the corporation shall be 10500 Taft Street, Pembroke Pines, Florida.

2. Resolved further that the undersigned being the sole shareholder, officer, and director of COUNTRY CLUB MANAGEMENT, INC. and represent that they have the authority to agree to the foregoing amendment.

3. The undersigned director hereby waives all notices of meeting and the holding of any meeting of the board of directors to act upon the foregoing resolutions, and do hereby direct that this consent be inserted in the minute book of the corporation.

IN WITNESS WHEREOF the undersigned constituting the members of the board of directors of the corporation have executed this written consent to action on the 23rd day of June, 1997.

[Signature]
WITNESS

By: [Signature]
KENNETH J. MONGSTON