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VINCENT J. SANCHEZ

April 30, 1996

\* ALSO MEMBER FLORIDA BAR

Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

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-05/06/96--01100--003  
\*\*\*122.50 \*\*\*122.50

RE: Filing of Articles of Incorporation of Rootle's Wings, Inc.

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation of Rootle's Wings, Inc. to be filed with the Department of State of Florida.

I have also enclosed a check payable to the Secretary of State in the amount of \$122.50 to cover the costs of filing fees and one certified copy.

Please contact me if you have any questions.

Thanking you for your assistance and cooperation herein, I remain,

Very truly yours,

ANDREWS, SANCHEZ, AMIGONE, KELLEHER,  
MATTREY & MARSHALL, LLP

Arthur G. Baumeister, Jr.

AGB/cre  
Enclosures

MAY 10 1996

BSB

FILED  
96 MAY -6 PM 8:27  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION  
OF  
ROOTIE'S WINGS, INC.**

FILED  
96 MAY -6 AM 8:27  
STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME, PRINCIPAL OFFICE AND MAILING ADDRESS**

The name of the corporation is ROOTIE'S WINGS, INC. The mailing address of the corporation is 1130 Washington Avenue, Miami Beach, Florida 33139. The address of the principal office of the corporation is 1130 Washington Avenue, Miami Beach, Florida 33139.

**ARTICLE II  
DURATION AND COMMENCEMENT DATE**

The date when corporate existence shall commence is the date these Articles have been executed and acknowledged if such date is within five business days prior to the date of filing, or the date filed with the Secretary of State of Florida if filed more than five days after the date of such execution and the corporation shall exist in perpetuity.

**ARTICLE III  
PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV  
CAPITAL STOCK**

The corporation is authorized to issue 200 shares of no par value common stock which shall be designated "Common Shares".

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The name, street address of the initial Registered Agent and Registered Office of the corporation are: Martin Stein, 1130 Washington Avenue, Miami Beach, Florida 33139.

**ARTICLE VI  
INITIAL BOARD OF DIRECTORS**

The corporation shall have one Director initially. The number of Directors may be either increased or decreased from time to time as set forth in the By-Laws adopted by the corporation. The name of the initial director is: Martin Stein.

**ARTICLE VII  
INCORPORATOR**

The name and address of the person signing these Articles is: Vincent J. Sanchez, 1300 Main Place Tower, Buffalo, New York 14202.

**ARTICLE VIII  
BY-LAWS**

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Director(s).

**ARTICLE IX  
INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by Section 607.0850, Florida Statutes and as such section is amended to increase the rights of the persons entitled to indemnity thereunder.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation April 22, 1996.

  
\_\_\_\_\_  
VINCENT J. SANCHEZ

STATE OF NEW YORK    )  
                              )SS.:  
COUNTY OF ERIE        )

The foregoing Articles of Incorporation were acknowledged before me by Vincent J. Sanchez, who is well known to me this April 22, 1996.

  
\_\_\_\_\_  
Notary Public

ARTHUR G. BAUMEISTER, JR.  
Notary Public, State of New York  
Qualified in Erie County  
My Commission Expires 02/1, 1997

**ACCEPTANCE OF REGISTERED AGENT**  
for  
**ROOTIE'S WINGS, INC.**

Martin Stein, hereby accepts the designation of Registered Agent of ROOTIE'S WINGS, INC.,  
it is familiar with and accepts the obligations of that position.

  
\_\_\_\_\_  
MARTIN STEIN

FILED  
96 MAY -6 AM 8:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA