

05/15/1996 10:13 385-747801

5/15/96
1:05 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM

((H96000006855)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: ARIE MREJEN, P.A.
8360 W OAKLAND PARK BLVD
SUITE 307
SUNRISE FL 33009-

CONTACT: ARIE MREJEN
PHONE: (954) 747-9780
FAX: (954) 747-9701

((H96000006855)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

OR P.A.

NAME: QUANTUM RESTAURANT GROUP USA, INC.

FAX AUDIT NUMBER: H96000006855

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/15/1996

TIME REQUESTED: 11:09:22

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER:

072100000432

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000006855)))

** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

FILED
96 MAY 15 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

96 MAY 15 PM 12:13

RECEIVED

H96000006855

**ARTICLES OF INCORPORATION
OF
QUANTUM RESTAURANT GROUP USA, INC.**

FILED
36 MAY 15 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is : **QUANTUM RESTAURANT GROUP USA, INC.**

ARTICLE II: EFFECTIVE DATE

This corporation's existence shall commence on the date these Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE III: PRINCIPAL OFFICE

The mailing address of this corporation is
c/o P.O. BOX 5082, FORT LAUDERDALE, FLORIDA 33310-5082

ARTICLE IV: CAPITAL STOCK

The number of shares that the corporation is authorized to have outstanding at any on time is ONE THOUSAND (1,000) shares of common stock having a par value of one dollar (\$1.00) per share.

THIS INSTRUMENT PREPARED BY:
ARIE MREJEN, ESQ.
8360 WEST OAKLAND PARK BLVD., SUITE 307
SUNRISE, FLORIDA 33351
TEL: (954) 747-9780
FAX: (954) 747-9781
FLORIDA BAR NO. 907219

H96000006855

HP6000006835

ARTICLE V: GENERAL 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 VI: INITIAL REGISTERED AGENT

The name and address of the initial registered agent is ARIE MREJEN, P.A., 8360 West Oakland Park Blvd., Suite 307, Sunrise, FLORIDA 33351

ARTICLE VII: DURATION

The duration of the corporation is perpetual.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The number of directors constituting the INITIAL Board of Directors is one(1). The number of directors may be increased from time to time in accordance with the by-laws, but shall never be less than one. The names and mailing address of each of the initial members of the Board of Directors are:

DAVID J. EVERETT

c/o P.O. Box 5082
Ft. Lauderdale, Florida 33310

ARTICLE IX: INCORPORATOR

The name of the incorporator is David J. Everett, c/o P.O. Box 5082, Fort Lauderdale, Florida 33310.

H96000006855

ARTICLE XI: AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles Of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI: INDEMNIFICATION

The corporation shall indemnify each officer and director to the fullest extent permitted by law.

ARTICLE XII: BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

In WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 15TH day of May, 1996.

X 

DAVID J. EVERETT
Incorporator

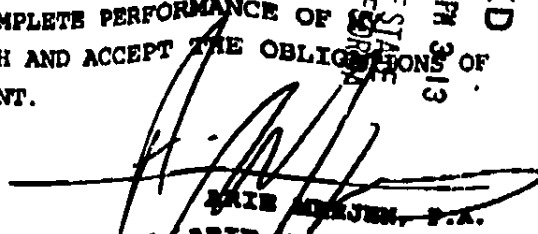
HP6000006835

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT**

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida:

1. The name of the corporation is **QUANTUM RESTAURANT GROUP USA, INC.**
2. The name and address of the registered agent is **ARIE MREJEN, P.A. 8360 West Oakland Park Blvd., SUITE 307, Sunrise, FLORIDA 33351**

HAVING BEEN NAMED REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


ARIE MREJEN, P.A.
BY: ARIE MREJEN, ESQ.,
REGISTERED AGENT
MAY 15TH, 1996

FILED
96 MAY 15 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4
HP6000006835