FRANK A. BARBIERI, JR. & ASSOCIATES, P.A. ATTORNEYS AT LAW

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FRANK A. BARBIERI, JR. 8TEPBEN W. 8CRENCI I

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BOCA RATON, FL 33433
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(407) 368-1166 (AX: (407) 750-6818

May 22, 1996

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Corporate Records Bureau Division of Corporations Department of State 409 East Gaines Street Tallaliassee, Florida 32399

Re: Articles of Incorporation of Fifth Avenue Shops Restaurant, Inc.

Dear Sir/Madam:

Enclosed please find the original and one photocopy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed is a check made payable to the Secretary of State in the amount of \$122.50 to cover the filing fee.

Please return the true and correct copy of the Articles to us in the enclosed return envelope.

Very truly yours,

FRANK A. BARBIERI, JR. & ASSOCIATES, P.A

Stephen W. Screnci, Esq.

For the Firm

SWS:jet

cc: client

96 HAY 28 PH 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILE ALE

Articles of Incorporation of

Fifth Avenue Shops Restaurant, Inc.

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE 1 NAME AND EFFECTIVE DATE

The name of the corporation shall be Fifth Avenue Shops Restaurant,

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a \$1.00 par value per share.

ARTICLE IV PRINCIPAL ADDRESS AND REGISTERED OFFICE AND ADDRESS

The principal address and the initial registered office of the corporation is 5370 N.W. 103rd Way, Coral Springs, Florida 33076 and the name of the initial registered agent of the corporation at that office is Audrey M. Trois.

Frank A. Barbieri, Jr. Attorney at Law 7000 W. Palmetto Perk Suite 408 Soce Reton, FL 33433 4677 368-1168 Articles of Incorporation
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ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors.

ARTICLE VII PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VIII

BOARD OF DIRECTORS & DESIGNATION OF INITIAL DIRECTOR

The name and address of the initial directors of the corporation are Reserie Treis and Audrey M. Treis, of 5370 N.W. 103rd Way, Coral Springs, Florida 33076.

ARTICLE IX BY-LAWS

The initial By-Laws of the corporation shall be adopted by vote of the directors of the corporation. Thereafter, the By-Laws of the corporation may be amended, modified or repealed as provided by the By-Laws.

Frenk A. Berbieri, Jr. Atterney et Lew 7000 W. Palmetto Park Suite 400 9400 Reten, FL 32433 (407) 388-1186 Articles of Incorporation
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STATE OF FLORIDA
COUNTY OF PALM BEACH

HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared Rosario Troia to me known to be the person described as the Subscriber, and Audrey M. Troia to me known to be the person described as the Subscriber and Registered Agent, in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

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WITNESS MY HAND AND OFFICIAL SEAL in the County and State named above on this 24th day of May, 1996.

Notary Public

Frank A. Barbieri, Jr. Artomey et Lew 7000 W. Palmatto Park Sure 4C9 Book Raion, FL 33433 (407) 368-1148 Articles of Incorporation Fifth Avenue Shops Restaurant, Inc. Page 3

ARTICLE X SUBSCRIBER

The name and street address of the subscribers to these Articles of Incorporation are Reserve Trois and Audrey M. Trois, of 5370 N.W. 103rd Way, Coral Springs, Florida 33076,

Reserie Treje

Audrey M. Tre

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Andrey M. Trois Resistered Agent

Frank A. Berbieri, Je Assumey at Law 7000 W. Pulmette Park Rute 408 Soco Resen, FL 33433 4671 345-1186 FILED

SECRETARY OF STATE

SECRETARY OF STATE