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NAME: OMAHA BURGERS, INC.  
FAX AUDIT NUMBER: H96000008357  
DATE REQUESTED: 06/14/1996  
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EMPIRE CORPORATE KIT

P.02/20

ARTICLES OF INCORPORATION  
OF

OMAHA BURGERS, INC.

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Corporation for such corporation:

FIRST: The name of the corporation is OMAHA BURGERS, INC.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

FOURTH: Authorized Shares.

Number. The aggregate number of shares that the corporation shall have the authority to issue is 2000 shares of Capital Stock with a par value at One Dollar per share.

Initial Issue. 1,000 shares of the Capital Stock of the corporation shall be issued for cash at a par value of One Dollar per share.

Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of

This document prepared by:  
Elias B. Rudnikas, Esquire  
Florida Bar No.: 0349046  
3670 N.W. 6th St., 2nd Floor  
Miami, FL 33125  
205-649-2225

Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

FIFTH: The initial address in Florida of the initial registered and principal office of the corporation is:

3670 N.W. 6 Street, Second Floor, Miami, Florida 33125, and the name of the initial resident agent at that address is ELIAS B. RUDNIKAS.

SIXTH: The initial board of directors shall consist of one member, who need not be residents of the State of Florida or shareholders of the corporation.

SEVENTH: The names and addresses of the persons who shall serve as directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified are as follows:

ELIAS B. RUDNIKAS  
3670 N.W. 6 Street  
Second Floor  
Miami, FL. 33125

100% OF THE SHARES

EIGHTH: The names and addresses of the initial incorporators are as follows:

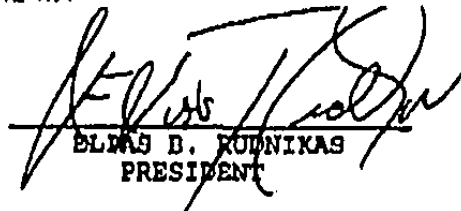
ELIAS B. RUDNIKAS  
PRESIDENT  
3670 N.W. 6 Street  
Second Floor  
Miami, FL. 33125

NINTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of common stock.

TENTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money (money, or and property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive rights of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder of all shares of common stock currently authorized (authorized and issued).

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these articles of incorporation at Miami, Florida, on the 14<sup>th</sup> day of June, 19 96.

  
ELIAS B. RUDNIKAS  
PRESIDENT

  
ELIAS B. RUDNIKAS  
PRESIDENT

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared ELIAS B. RUDNIKAS who is to me well known to be the person described in the above articles of incorporation, and he did and voluntarily acknowledged to me that he made and subscribed the same for the uses and purposes therein mentioned set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, in said County and State this 14th day of June, 1996.

  
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



BARBARA NATHANIEL  
My Commission C0887141  
Expires Mar. 04, 2000

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST-- That OMAHA BURGERS, INC.  
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED ELIAS B. RUDNIKAS  
(City) (Resident Agent)

LOCATED AT 3670 N.W. 6 Street, Second Floor, Miami, FL. 33125  
(Street Address and Number of Building)  
(Post Office Boxes are not acceptable)

CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Elias B. Rudnikas  
Corporate Officer

President

Date

96 JUN 14 1996  
FILED  
CLERK OF DISTRICT COURT  
MIAMI, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE

Elias B. Rudnikas  
(RESIDENT AGENT)

6/14/96  
(DATE)

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