

**CORPORATE  
ACCESS,  
INC.**

1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666, Fax (904) 222-1666

**WALK IN**

**PICK UP**

7/2/96 HBD

☒ **CERTIFIED COPY** \_\_\_\_\_

\_\_\_\_\_**PHOTO COPY**\_\_\_\_\_

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☒ **FILING** Articles

1.) Grill Fest Entertainment, Inc  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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4.) \_\_\_\_\_  
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(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

10.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

**SPECIAL INSTRUCTIONS** \_\_\_\_\_

RECEIVED  
96 JUL -2 AM 9:11  
DIVISION OF CORPORATION

FILED  
96 JUL -2 AM 9:56  
TALLAHASSEE, FLORIDA

"When you need ACCESS to the world"  
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

*[Handwritten signature]*

ARTICLES OF INCORPORATION

OF

GRILL FEST ENTERTAINMENT, INC.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

Grill Fest Entertainment, Inc.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum numbers of shares which the corporation shall have authority to issue shall be 100 shares of common stock with a par value of \$1.00 per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

H. Tony Berger  
1280 South Alhambra Circle  
#1217  
Coral Gables, Florida 33146

FILED  
JUL -2 AM 9:55

#### ARTICLE VI

This corporation shall have three (3) directors initially. The names and addresses of the initial directors of the corporation, each of whom shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office are:

H. Tony Berger  
1280 South Alhambra Circle  
#1217  
Coral Gables, Florida 33146

Andrew H. Actman  
c/o H. Tony Berger  
1280 South Alhambra Circle  
#1217  
Coral Gables, Florida 33146

Peter Rosenzweig  
c/o H. Tony Berger  
1280 South Alhambra Circle  
#1217  
Coral Gables, Florida 33146

Brian T. Gilderman  
c/o H. Tony Berger  
1280 South Alhambra Circle  
#1217  
Coral Gables, Florida 33146

The number of directors may be increased or decreased from time to time pursuant to the by-laws of the corporation, but shall not be less than one (1).

#### ARTICLE VII

The name and address of the incorporator of the corporation is:

H. Tony Berger  
1280 South Alhambra Circle  
#1217  
Coral Gables, Florida 33146

ARTICLE VIII

The mailing address and principal place of business of the corporation shall be:

1280 South Alhambra Circle  
#1217  
Coral Gables, Florida 33146

Executed at Miami, Dade County, Florida, this 28<sup>th</sup> day of June, 1996.

H. Tony Berger  
H. Tony Berger

STATE OF FLORIDA     )  
                              )  
COUNTY OF DADE     )

SS.:

The foregoing instrument was acknowledged before me this 28 day of June, 1996, by H. Tony Berger, who is personally known to me or who has produced FLA DRIVER'S LICENSE B626-338-72-466-0 as identification and who did not take an oath.

Patricia Savage  
Notary Public  
Print Name: PATRICIA SAVAGE  
State of Florida at Large

My Commission Expires:



PATRICIA SAVAGE  
MY COMMISSION # CC310776 EXPIRES  
September 25, 1997  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE OF DESIGNATION  
OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Grill Fest Entertainment, Inc.

2. The name and address of the registered agent and office is:

H. Tony Berger  
1280 South Alhambra Circle  
#1217  
Coral Gables, Florida 33146

Having been named as registered agent of Grill Fest Entertainment, Inc., the undersigned accepts such appointment and agrees to act in such capacity. I further agree to comply with the 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.

Dated this 20<sup>th</sup> day of June, 1996.

  
\_\_\_\_\_  
H. Tony Berger

C:\...\INCORPORATION\ARTICLES

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**WALK IN**  
**PICK UP** 1/17/97 3:00 OK

☒ **CERTIFIED COPY**

☐ **CUS**

☐ **PHOTO COPY**

☒ **FILING**

Dissolution

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-01/17/97--01088--023  
\*\*\*\*\*BT.50 \*\*\*\*\*BT.50

RECEIVED  
97 JAN 17 PM 1:57  
DIVISION OF CORPORATION

FILED  
97 JAN 17 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Handwritten signature and date 1-17-97*

1.) Grill Fest Entertainment, Inc  
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

**SPECIAL INSTRUCTIONS** \_\_\_\_\_

## ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Grill Fest Entertainment, Inc.

SECOND: The articles of incorporation were filed on: July 2, 1996

THIRD: (CHECK ONE)

☐ None of the corporation's shares have been issued.

☒ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

☒ A majority of the incorporators authorized the dissolution.

☐ A majority of the directors authorized the dissolution.

Signed this 14th day of January, 19 97

Signature

H. Tony Berger

(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

H. Tony Berger

(Typed or printed name)

President

(Title)

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97 JAN 17 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA