

**CORPORATE
ACCESS,
INC.**

096000055749

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 4:38

CERTIFIED COPY

PHOTO COPY

CUS

FILING

Articles

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

500001881336
07/02/96-01029-014
****122.50 ****122.50

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

6.) _____
(CORPORATE NAME & DOCUMENT #)

7.) _____
(CORPORATE NAME & DOCUMENT #)

8.) _____
(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

RECEIVED
S6 JUL 12 AM 9:11
DIVISION OF CORPORATION

96 JUL -2 AM 9:56
SECY OF STATE
TALLAHASSEE, FLA.
07/02/96-01029-014

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

John

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

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

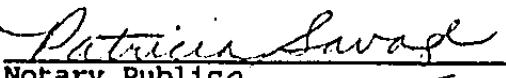
Executed at Miami, Dade County, Florida, this 28th day of June, 1996.


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.

My Commission Expires:


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



PATRICIA SAVAGE
MY COMMISSION # 00310775 EXPIRES
September 25, 1997
BONDED THRU TROY FAIN 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

REC'D
96 JUL 2 AM 9:56
77
77
77

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 20th day of June, 1996.


H. Tony Berger

C:\...\INCORPORATION\ARTICLES

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road, Moonbeam 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 1/17/97 3:00 PM

CERTIFIED COPY

CUS

Dissolution

PHOTO COPY

FILING

Printed

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

80000020023008-4
01/17/97-01088-029
*****87.50 *****87.50

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

6.) _____
(CORPORATE NAME & DOCUMENT #)

7.) _____
(CORPORATE NAME & DOCUMENT #)

8.) _____
(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

RECEIVED
97 JAN 17 PM 1:57
DIVISION OF CORPORATION

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

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)

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