

ROTH & ASSOCIATES, P.A.
CERTIFIED PUBLIC ACCOUNTANTS

8603 S. DIXIE HIGHWAY
SUITE 408
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LESLIE H. ROTH
DEBRA L. ROTH

FILED
JUN 27 1996
TALLAHASSEE, FLORIDA

June 27, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****122.50 *****122.50

Re: Larry's Restaurant & Grill, Inc.

Gentlemen:

Enclosed is an original and copy of the Articles of Incorporation of Larry's Restaurant & Grill, Inc. A check for the filing fee is also enclosed. Please return the copy of the Articles of Incorporation, after it has been filed, along with your certification.

Your consideration will be greatly appreciated.

Very truly yours,

Leslie H. Roth

Leslie H. Roth
Certified Public Accountant

LHR:lr

7/3/96
TH

ARTICLES OF INCORPORATION
OF
LARRY'S RESTAURANT & GRILL, INC.

FILED
JUL - 1 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0202, Florida Statutes, these articles of incorporation provide that:

1. The name of the corporation is Larry's Restaurant & Grill, Inc. (the "Corporation").
2. The principal office of the Corporation is 10 South Homestead Boulevard, Homestead, Florida 33030
3. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of Common Stock, par value \$1 per share.
4. The street address of the initial registered office of this Corporation is 8603 South Dixie Highway, Suite 408, Miami, Florida 33143-7026, and the name of the initial registered agent of this Corporation at that address is Leslie H. Roth.
5. The name and address of the person signing these Articles of Incorporation as incorporator is:

Leslie H. Roth
8603 South Dixie Highway, Suite 408
Miami, Florida 33143-7826

6. The Corporation shall have (1) director initially. The name and address of the initial director is:

Lawrence L. Roth
1711 San Remo Circle
Homestead, Florida 33035

The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1).

Dated this 27th day of June, 1996

Leslie H. Roth
Incorporator

Leslie H. Roth

CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for Larry's Restaurant & Grill, Inc., at the place designated in its Articles of Incorporation agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated this 27th day of June, 1996.

Leslie H. Roth
Registered Agent

Leslie H. Roth

FILED
JUN - 1 PM '96
SECRETARY OF STATE
TALLAHASSEE, FLORIDA