

GREENBERG TRaurig

1D1561-655-6222

JUL 12'96

11:44 No.017 P.01

P96000057184

7/12/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

10:42 AM

((H96000009697))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

FROM: GREENBERG TRaurig (WEST PALM BEACH)
PO BOX 20629

STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

WEST PALM BEACH FL 33416-0629

FAX: (904) 922-4000

CONTACT: JUDITH EQUELS OR BARBARA SPRINGTHO

PHONE: (407) 650-7900

FAX: (407) 655-6222

((H96000009697))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: GALAXY GRILL, INC.

FAX AUDIT NUMBER: H96000009697

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/12/1996

TIME REQUESTED: 10:42:42

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 1

NUMBER OF PAGES: 1

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$96.25

ACCOUNT NUMBER: 075201001473

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000009697))

To: Division of Corporations
From: Barbara Springtho

This amendment is for the addition of the letter "E" on the word "grill." Please call me if you have any questions. Thank you.

Cor of nc ✓
Linda
R96-819

FILED
96 JUL 12 PM 11
RECEIVED

RECEIVED
96 JUL 12 PM 12:42
DIVISION OF CORPORATIONS

H96000009697

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
GALAXY GRILL, INC.**

FILED
96 JUL 12 PM 2:17

Pursuant to the provisions of §607.1005 of the Florida Business Corporation Act (1993), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is GALAXY GRILL, INC. (the "Corporation"), filed on July 8, 1996, under Document #96000057184.
2. The following amendment of the Articles of Incorporation was adopted by the sole Incorporator of the Corporation on the 12th day of July, 1996, in the manner prescribed by §607.1005 of the Florida Business Corporation Act:

RESOLVED, that the Articles of Incorporation of **GALAXY GRILL, INC.**, shall be amended to read as follows:

ARTICLE I

NAME

The name of the Corporation is **GALAXY GRILLE, INC.** (hereinafter called the "Corporation").

3. The foregoing amendment was approved by the sole Incorporator without shareholder action and no shareholder action was required.
4. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

GALAXY GRILL, INC., a Florida corporation

By: 

Laurie L. Gildan, Sole Incorporator

Prepared by:
Laurie L. Gildan, Esq.
777 South Flagler Drive, Suite 310 East
West Palm Beach FL 33401
561-650-7900 (t)
561-655-6222 (f)
Florida Bar No. 510505

H96000009697

**WRITTEN CONSENT
OF THE SOLE INCORPORATOR OF
GALAXY GRILL, INC.**

The undersigned, being the sole Incorporator of **GALAXY GRILL, INC.** (the "Corporation"), organized and existing under the laws of the State of Florida, does hereby consent that the resolutions set forth below are hereby adopted:

RESOLVED, that the Corporation's Articles of Incorporation shall be amended as reflected in the Articles of Amendment to the Articles of Incorporation, a copy of which is attached hereto and made a part hereof; and it is

FURTHER RESOLVED, that the sole Incorporator of the Corporation is hereby authorized and directed to execute the Articles of Amendment to the Articles of Incorporation and to file same with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned being the sole Incorporator has executed the foregoing Corporate Action for the purposes herein expressed this 12th day of July, 1996.

SOLE INCORPORATOR


Laurie L. Gildan

TALLAHASSEE, FL 32399
FAX: (904) 922-4000

CONTACT: JUDITH EQUELS OR BARBARA SPRINGTHO
PHONE: (407) 650-7900
FAX: (407) 655-6222

((H96000009369)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: GALAXY GRILL, INC.

FAX AUDIT NUMBER: H96000009369

DATE REQUESTED: 07/08/1996

CERTIFIED COPIES: 1

NUMBER OF PAGES: 5

ESTIMATED CHARGE: \$131.25

CURRENT STATUS: REQUESTED

TIME REQUESTED: 11:59:37

CERTIFICATE OF STATUS: 1

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 075201001473

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000009369)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

COMPSEV.ASX ° ANSI ° FDX ° 9600 E71 ° LOG CLOSED ° PRT OFF ° ANY_PORT

7/08/96

FLORIDA DIVISION OF CORPORATIONS

11:59 AM

PUBLIC ACCESS SYSTEM

((H96000009369)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: GREENBERG TRAUIG (WEST PALM BEACH)

DEPARTMENT OF STATE

PO BOX 20629

STATE OF FLORIDA

409 EAST GAINES STREET

WEST PALM BEACH FL 33416-0629

TALLAHASSEE, FL 32399

CONTACT: JUDITH EQUELS OR BARBARA SPRINGTHO

FAX: (904) 922-4000

PHONE: (407) 650-7900

FAX: (407) 655-6222

((H96000009369)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: GALAXY GRILL, INC.

FAX AUDIT NUMBER: H96000009369

DATE REQUESTED: 07/08/1996

CERTIFIED COPIES: 1

NUMBER OF PAGES: 5

ESTIMATED CHARGE: \$131.25

CURRENT STATUS: REQUESTED

TIME REQUESTED: 11:59:37

CERTIFICATE OF STATUS: 1

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 075201001473

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000009369)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

COMPSEV.ASX ° ANSI ° FDX ° 9600 E71 ° LOG CLOSED ° PRT OFF ° ANY_PORT

To: Div of Corporations
From: Barbara Springthorpe

Thanks.

DIVISION OF CORPORATIONS

96 JUL -8 PM 1:15

RECEIVED

**ARTICLES OF INCORPORATION
OF
GALAXY GRILL, INC.**

The undersigned, acting as incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the Corporation is **GALAXY GRILL, INC.** (hereinafter called the "Corporation").

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

Prepared by:
Laurie L. Gildan, Esq.
777 South Flagler Drive, Suite 310 East
West Palm Beach FL 33401
561-650-7900 (t)
561-655-6222 (f)
Florida Bar No. 510505

ARTICLE III

H96000009369

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business of the Corporation is Palm Beach, Florida. The mailing address of the corporation is c/o Mr. Louis Cohen, Moore, Caler, Donten & Levine, 505 S. Flagler Drive, Suite 900, West Palm Beach, FL 33401.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 777 S. Flagler Drive, Suite 310 East, West Palm Beach, Florida 33401. The name of the initial registered agent of the Corporation at that address is Laurie L. Gildan.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have four (4) directors to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and

qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are:

Maurizio Ciminella	121 Bunker Ranch Road West Palm Beach FL 33405
Howard Glitts	c/o Mr. Louis Cohen Moore, Caler, Dooten & Levine 505 S. Flagler Drive Suite 900 West Palm Beach, FL 33401
Sidney Kimmel	200 Via Bellaria Palm Beach FL 33480
Glen Manfra	115 Dunes Edge Road Jupiter FL 33477

ARTICLE VIII

BYLAWS

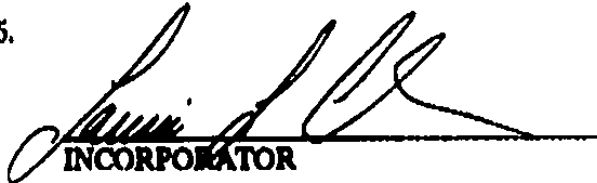
The power to adopt, alter, amend or repeal bylaws of the Corporation shall be vested in the shareholders of the Corporation.

**ARTICLE IX
INCORPORATOR**

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Laurie L. Gildan, Esq.	777 South Flagler Drive, Suite 310 East West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 21 day of July, 1996.


INCORPORATOR

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of **GALAXY GRILL, INC.**, as made in the foregoing Articles of Incorporation.

DATED: July 8, 1996

By:


Laurie L. Gildan