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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: KLEIN AND ASSOCIATES, P.A.
901 NORTHEAST 125TH ST.

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

NORTH MIAMI FL 33161-0000

CONTACT: RON KLEIN

PHONE: (305) 891-6100

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OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: R H G PROPERTIES, INC.

FAX AUDIT NUMBER: H96000010297

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TALLAHASSEE, FL 32301

FLORIDA DIVISION OF CORPORATIONS

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Prepared By:
Donald G. Klein, Esq.
901 N.E. 125th Street
North Miami, Florida 33161
305-891-6100

Florida Bar Number 230030

ARTICLES OF INCORPORATION

- of -

R H G PROPERTIES, INC.

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter, and I do make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation, and to that end I do by these Articles set forth:

ARTICLE I

NAME

The name of the corporation shall be: **R H G PROPERTIES, INC.**

ARTICLE II

DURATION

The duration of the corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE III

PURPOSE

The general nature of the business, objects and purposes proposed to be carried on and transacted, are to do any or all lawful business for which corporations may be incorporated under the laws of the State of Florida including but not limited to the following:

(a) operation of a restaurant;

(b) The purposes specified herein shall be construed both as powers and purposes and shall in no wise be limited to or restricted by reference to, or inference from, the terms of any other clause in this or any other Article, but the purposes and powers specified in each of the clauses herein shall

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be regarded as independent purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general terms of or the general powers of the corporation under the laws of the State of Florida; nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed;

(c) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, and in general to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth herein.

ARTICLE IV

SHARES

The aggregate number of shares of stock which the corporation is authorized to issue and have outstanding at any time Five hundred (500) shares of Common stock, which shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

PRINCIPAL OFFICE

The street address of the principal office of the corporation in the State of Florida is: 251 Southern Boulevard, West Palm Beach, Florida, 33405 and the name of the corporation's initial Registered Agent at such address is Mark Rodberg.

The Stockholders may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VI

DIRECTORS

The number of directors of this corporation shall be not less than one (1). The number of directors may be increased from time to time by the By-Laws.

The name and address of the initial Board of Directors of this corporation is:

Mark Rodberg
251 Southern Boulevard
West Palm Beach, Florida 33405

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ARTICLE VII

OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Mark Rodberg
President/Treasurer
251 Southern Boulevard
West Palm Beach, Florida 33405

Wendi Rodberg
Vice President/Secretary
251 Southern Boulevard
West Palm Beach, Florida 33405

ARTICLE VIII

INCORPORATOR

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

Mark Rodberg
251 Southern Boulevard
West Palm Beach, Florida 33405

ARTICLE IX

ADDITIONAL POWERS

The Directors of the corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, alter and repeal the By-Laws and to set apart out of any funds of the corporation available for dividends a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

(a) The corporation shall have a first lien on the shares of its members' stock and upon all dividends due them for any indebtedness by such members of the corporation.

(b) The private property of the stockholder shall not be subject to the payment of the corporate debts to any extent whatsoever.

(c) The corporation shall have full power and lawful authority to accept property, real, personal or mixed; labor and services (whether such services are performed prior to or after issuance

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of stock, provided that if the stock is issued prior to the rendition of the services, the shareholder shall execute a written promise to provide such services) in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(d) The shares of capital stock of the corporation, when certificates thereof shall be issued, shall be fully paid and non-assessable.

(e) Shares of the capital stock of the corporation shall be transferred only on the books of the corporation by the holders thereof in person, or by their attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.

(f) The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation and Certificate of Incorporation in any manner now or hereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein are granted subject to this reserves.

ARTICLE X

DIRECTOR ACTION

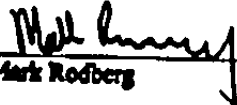
The directors of this corporation may take action by written consent as provided by law.

ARTICLE XI

INDEMNITY

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal, at Miami, Dade County, Florida, on July __, 1996

 (SEAL)
Mark Rodberg

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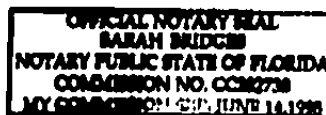
STATE OF FLORIDA)
COUNTY OF PALM BEACH)ss:

The foregoing instrument was acknowledged to me this 21th day of July, 1996, by MARK RODBERG, who (is personally known to me) (has produced _____ as identification) and ~~the said~~ all of each.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Sarah B.
Notary Public, State of Florida

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

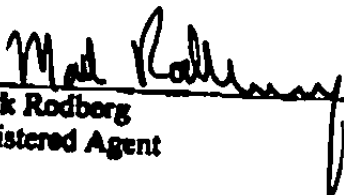
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, the R H G PROPERTIES, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of West Palm Beach, County of Palm Beach, State of Florida, has named Mark Rodberg, located at 251 Southern Boulevard, West Palm Beach, Florida, 33405, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

(Must be signed by Designated Agent)

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Mark Rodberg
Registered Agent

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