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TALLAHASSEE, FL 32301-2100
TEL (904) 222-9100
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P960000067718



96 AUG 14 PM 1:14

PROFESSIONAL LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000055000 OF CORPORATION

REFERENCE : 053055 4303929

AUTHORIZATION :

Patricia Lytle

COST LIMIT : \$ 122.50

ORDER DATE : August 14, 1996

ORDER TIME : 10:06 AM

ORDER NO. : 053055

CUSTOMER NO: 4303929

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CUSTOMER: Myrna Anne Norman, Legal Asst
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: FISHBONE GRILLE TWO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

CP
8/14/96

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Jerrold A. Wish
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Linda G. Worlton
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OF COUNSEL
Mark A. Buckstein
Peter J. Fides, II
Arnold J. Hoffman
Patricia Menendez Gaudin
Amber H. Moss, Jr.
Janice W. Newman
Alan Salavitz
Paul E. Shapiro
Marc M. Watson
Julie A.S. Williamson
Melvin N. Greenberg
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CLERK OF THE
STATE
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Myrna Anne Norman
(305) 789-5375

August 13, 1996

Florida Division of Corporations
DOMESTIC CHARTER SECTION
P.O. Box 6327
Tallahassee, FL 32314

Re: FISHBONE GRILLE TWO, INC.

Enclosed herewith are three duly executed originals of ARTICLES OF INCORPORATION for the captioned corporation.

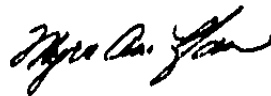
Also enclosed is a check in the amount of \$122.50 to cover the cost of filing and one certified copy. Please stamp the third copy and return to me.

Secretary of State
August 13, 1996
Page 2

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DIVISION OF CORPORATIONS
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Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script, appearing to read "Myrna Anne Norman".

Myrna Anne Norman
Legal Assistant

ARTICLES OF INCORPORATION
OF
FISHBONE GRILLE TWO, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE I

The name of the corporation is FISHBONE GRILLE TWO, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 626 S. Miami Avenue, Miami, Florida 33130.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$.01	common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 1201 Hays Street, Florida, 32301, City of Tallahassee, County of Leon, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name of the member of the initial Board of Directors who is to serve as the Corporation's sole director until his successor is duly elected and qualified is:

Patrick Gleber

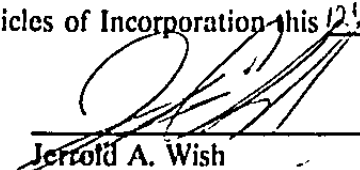
ARTICLE VII

The name of the Incorporator is Jerrold A. Wish and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 12th day of August, 1996.



Jerrold A. Wish
Incorporator

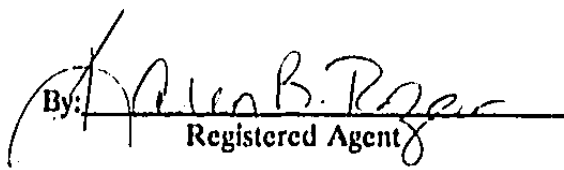
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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

96 AUG 14 PM 2:44

The undersigned, having been named the Registered Agent of **FISHBONE GRILLE TWO, INC.**, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

CORPORATION SERVICE COMPANY

By: 

Registered Agent

KAREN B. ROZAR, AS AGENT

DATED: August __, 1996.