

-P 960000 79094

LAW OFFICE

FRANK A. RUBINO, ESQ. P.A.

1400 TRADEMARK CENTER
2601 SOUTH HAYSHORN DRIVE
COCONUT GROVE, FLORIDA 33133

TALLAHASSEE (305) 858-5310

September 5, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32317

200001954077
09/24/96--01022--011
***122.50 ***122.50

Re: Articles of Incorporation for
Chef Zalman, Inc.

Dear Sir,

Enclosed please find the original and one copy of the articles of incorporation
regarding Chef Zalman, Inc.

Also enclosed please find a check in the amount of \$122.50 to cover the filing
fee and a certified copy.

If there is anything further you require, please do not hesitate to contact me.
Thanking you in advance, I remain.

Yours truly,


Frank A. Rubino, Esquire

FAR/icm
Enc.
Wellsart.ltr

F. O. 12362A SEP 24 1996

**ARTICLES OF INCORPORATION
OF
CHEF ZALMAN, INC.**

FILED
96 SEP 23 PM 12:05
TALLAHASSEE, FLORIDA

THE UNDERSIGNED incorporator hereby makes, subscribes, acknowledges, and files with the Department of State these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be as stated above, Chef Zalman, Inc. and the principal place of business is 1400 Terremark Centre, 2601 S. Bayshore Dr., Coconut Grove, FL 33133.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation and its objects and powers shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida, specifically, to own and operate a restaurant and lounge.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock authorized to be issued by this corporation shall be:

SHARES

1,000

PAR VALUE

\$1.00

Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid in cash, in property (other than stock or securities), or in labor or services at a fair valuation to be fixed by the incorporation or by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid for and shall be non-assessable.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than One Thousand (\$1,000.00) Dollars.

ARTICLE V - TERM OF CORPORATE EXISTENCE

The corporation shall have perpetual existence.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND INITIAL
REGISTERED AGENT AT SUCH ADDRESS**

The following shall be the street address of the initial registered office of this corporation and the name of its initial registered agent at such address.

AGENT AT SUCH ADDRESS

Frank A. Rubino, Esquire

ADDRESS OF OFFICE

2601 South Bayshore Drive
Suite 1400
Coconut Grove, FL 33133

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


FRANK A. RUBINO, ESQUIRE

ARTICLE VII - DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than nine (9) the number of the same to be fixed by the corporate By-Laws. Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States. Any Directors may be removed, without cause, at any annual or special meeting of the stockholders, where a quorum is present in person or by proxy, by the affirmative vote of a majority of the outstanding stock of the corporation entitled to vote at said meeting.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The members of the first Board of Directors are:

DIRECTORS

Kiana Carroll Wells

ADDRESS

1400 Terremark Centre
2601 S. Bayshore Dr.
Coconut Grove, FL 33133

Marjorie M. Wells

1400 Terremark Centre
2601 S. Bayshore Dr.
Coconut Grove, FL 33133

The members of the first Board of Directors, unless otherwise provided by the By-Laws, shall hold office for the first year of the corporate existence or until successors are elected or appointed and have qualified.

ARTICLE IV - SUBSCRIBERS

The name and addresses of the subscribers to these Articles of Incorporation and the number os shares subscribed thereto are:

DIRECTORS

Kiana Carroll Wells

ADDRESS

1400 Terremark Centre
2601 S. Bayshore Dr.
Coconut Grove, FL 33133

NUMBER OF SHARES

500

Marjorie M. Wells

1400 Terremark Centre
2601 S. Bayshore Dr.
Coconut Grove, FL 33133

500

(1)

ARTICLE X - CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the officers of this corporation are peculiarly or otherwise interested in, or are directors or officers of, such other corporation, any Director individually or any firm of which any Director may be a member, may be a partner, or may be peculiarly or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, any Director of this corporation who is also a director or officer of such other corporation or who is interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation or not so interested.

ARTICLE XI - ASSIGNMENT OF SUBSCRIPTIONS

The original subscribers to these Articles of Incorporation shall have the right, upon incorporation, to assign and deliver their subscriptions to any other person, firm, or corporation who may thereafter become subscribers to the capital stock of this corporation, who, upon acceptance of such assignment, shall stand in lieu of the original subscribers, and assume and carry out all the rights, liabilities and duties entailed by such subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments or assignment, provided, however, that any, but not all, of said subscriptions may be assigned by the subscribers to the corporation so that less than the number of shares subscribed for may be initially issued to the stockholders.

ARTICLE XII - OFFICERS

The officers of this corporation shall be a President, who shall be a Director, a Secretary and a Treasurer, and such other officers, agents and factors as may be deemed necessary. All officers, agents, and factors shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-laws or determined by the Board of Directors. Any person may hold two or more offices, except that the President shall not be also made the Secretary or an Assistant Secretary of this corporation. The initial officers of the corporation shall be as follows:

OFFICERS

Kiana Carroll Wells, President/Director

ADDRESS

1400 Terremark Centre
2601 S. Bayshore Dr.
Coconut Grove, FL 33133

Marjorie M. Wells, Secretary/Treasurer
Director

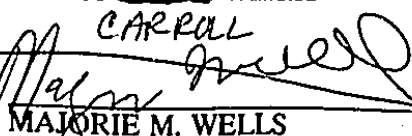
1400 Terremark Centre
2601 S. Bayshore Dr.
Coconut Grove, FL 33133

ARTICLE XIII - AMENDMENT

The corporation reserves that right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the persons named below have hereby executed these Articles of Incorporation for the uses and purposes herein stated.


KIANA CARROLL WELLS


MARJORIE M. WELLS

STATE OF FLORIDA:
COUNTY OF MONROE:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared:

Carroll
Kiana ~~Wells~~ Wells, LLC

to me personally known or produced identification () to be the persons described as subscribers to the foregoing Articles of Incorporation, in and who executed the same, and acknowledged before me that they executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal at Monroe County, Florida, this 20 day of *September* August, 1996.

Christine E. Puto
NOTARY PUBLIC

Christine E. Puto
(Print, type or stamp commissioned name of notary public)

My Commission Expires:



CHRISTINE E. PUTO
COMMISSION # CC 345J75
EXPIRES MAR 13, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA:
COUNTY OF MONROE:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized
in the State and County named above to take acknowledgments, personally appeared:

MAJORIE M. WELLS

to me personally known or produced identification (FLORIDA DL H W430-553-32) to
be the persons described as subscribers to the foregoing Articles of Incorporation, in and
who executed the same, and acknowledged before me that they executed the same freely
and voluntarily, for the uses and purposes therein expressed.

~~September 1996~~ WITNESS my hand and official seal at Monroe County, Florida, this 18 day of
August, 1996.

Christine E. Puto
NOTARY PUBLIC

CHRISTINE E. PUTO
(Print, type or stamp commissioned name
of notary public)

My Commission Expires:



CHRISTINE E. PUTO
COMMISSION # CC 348075
EXPIRES MAR 13, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

TALLAHASSEE, FLORIDA

96 SEP 23 PM 12:05

FILED

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