

P910000084983

LAW OFFICE
SCHMIDT & PHETERSON

400 SOUTH DIXIE HIGHWAY
THE ARBOR - SUITE 420
BOCA RATON, FLORIDA 33432-6024
TELECOPIER (407) 394-8775

PETER H. SCHMIDT
I. JEFFREY PHETERSON

TELEPHONE (407) 394-2700
BROWARD 19541 428-0433

October 10, 1996

200001971792
-10/11/96--01069--014
****122.50 ****122.50

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: BMG RESTAURANT, INC.

Gentlemen:

Enclosed are TWO (2) duplicate originals of the Articles of Incorporation for BMG RESTAURANT, INC. Please file the Articles of Incorporation and return ONE (1) certified copy to me in the enclosed, self-addressed envelope.

Also enclosed is a \$122.50 check, payable to the Florida Department of State, for payment of the filing fees.

Thank you for your assistance in this matter.

Very truly yours,



Peter H. Schmidt

PHS/cf
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 11 PM 3:20

cf 10/15/96

EFFECTIVE DATE

10/10/96

ARTICLES OF INCORPORATION

OF

BMG RESTAURANT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 OCT 11 PM 3:20

ARTICLE I
NAME

The name of the corporation is BMG RESTAURANT, INC.

ARTICLE II
PURPOSE

The corporation is organized for the purpose of conducting and carrying on and transacting any and all lawful activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares that the corporation is authorized to have outstanding at any time is FIVE THOUSAND (5,000) shares of common stock which shall have a par value of ONE AND NO/100 DOLLARS (\$1.00) per share.

The common stock of the corporation shall have the following characteristics:

a. At all meetings of the shareholders the common shareholders shall be entitled to cast ONE (1) vote for each share of common stock owned. That a common shareholder is interested in a matter to be voted upon shall not disqualify the shareholder from voting thereon.

b. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing on October 10, 1996.

ARTICLE V
PRINCIPAL OFFICE

The address of the initial principal office of the corporation in the State of Florida is 181 Ocean Avenue, Palm Beach Shores, Florida 33404. The Board of Directors may, from time to time, change the street address and post office address of the corporation as well as the location of its principal office.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 400 South Dixie Highway, Suite 420, Boca Raton, Florida 33432, and the name of the registered agent of the corporation at that address is I. JEFFREY PHETERSON.

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have ONE (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than ONE (1). The name and address of the initial Director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
BRUCE M. GOLDSTEIN	60 South 6th Street Suite 3650 Minneapolis, Minnesota 55042

ARTICLE VIII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE IX
INDEMNIFICATION

This corporation may indemnify and hold harmless its officers, employees, agents, or former officers, employees, agents, or other persons to the full extent of its rights and powers to do so, as provided by the present and future laws of the State of Florida.

ARTICLE X
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as an Incorporator is: I JEFFREY PHETERSON, 400 South Dixie Highway, Suite 420, Boca Raton, Florida 33432.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10th day of October, 1996.

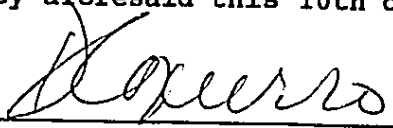


I. JEFFREY PHETERSON,
Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared I. JEFFREY PHETERSON, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 10th day of October, 1996.



Name: D CAPURRO
Notary Public,
State of Florida at Large


My Commission Expires:



D CAPURRO
My Commission CC380083
Expires Jun. 07, 1998
Bonded by HAI
800-422-1555

ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process for the above-named corporation, at the place set forth hereinabove, the undersigned hereby accepts such designation and agrees to act in such capacity and to comply with all provisions of Section 48.091, Florida Statutes, relative to keeping said office open.


I. JEFFREY PHETERSON

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 11 PM 3:20

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SCHMIDT & PETERSON

400 50 JTH DIXIE HIGHWAY
THE ARBOR • SUITE 420
BOCA RATON, FLORIDA 33432-6024
TELECOPIER (407) 394-6775

PETER H. SCHMIDT
I. JEFFREY PETERSON

TELEPHONE (407) 394-2700
BROWARD (954) 428-0433

December 20, 1996

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

300002036869--3
-12/24/96--01079--017
*****35.00 *****35.00

Re: Articles of Amendment to the Articles of
Incorporation of BMG RESTAURANT, INC.

Gentlemen:

Enclosed are TWO (2) duplicate originals of the Articles of Amendment To the Articles of Incorporation of BMG RESTAURANT, INC. Please file the Articles of Amendment To the Articles of Incorporation of BMG RESTAURANT, INC., and return ONE (1) certified copy to me in the enclosed, self-addressed envelope.

Also enclosed is a \$35.00 check, payable to the Florida Department of State, for payment of the filing fees.

Thank you for your assistance in this matter.

Very truly yours,



Peter H. Schmidt

PHS/cf
Enclosures

FILED
96 DEC 24 PM 12:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

N/c

VS JAN -7 1997

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
BMG RESTAURANT, INC.

FILED
96 DEC 24 PM 12:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation, BMG RESTAURANT, INC., adopts the following Articles of Amendments to its Articles of Incorporation filed on October 11, 1996, effective October 10, 1996:

1. ARTICLE I of the Articles of Incorporation is hereby deleted in its entirety and the following ARTICLE I is hereby substituted in its place:

ARTICLE I

NAME

The name of the corporation is TDM HOSPITALITY, INC.

2. The foregoing amendment was adopted by the sole Incorporator without shareholder action in accordance with Section 607.1005, Florida Statutes, such shareholder action not being required by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned sole Incorporator of this Corporation has executed these Articles of Amendment, this 20th day of December, 1996.

BMG RESTAURANT, INC.

By: _____

I. JEFFREY PHETERSON,
Its Sole Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 20th day of December, 1996, by I. JEFFREY PHETERSON, who:

(Notary must check applicable box)

- is personally known to me.
- produced current Florida driver's license as identification.
- produced _____ as identification.



NAME: PETER H. SCHMIDT
Notary Public,
State of Florida at Large

My Commission Expires:

