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Stephen N. Rosenthal

SUITE 1040 CITY NATIONAL BANK BUILDING

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October 22, 1996

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Corporate Records Bureau
Division of Corporations
Dept. of State
P. O. Box 6327
Tallahassee, Fl. 32314

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Re: Incorporation of MEMPHIS BARBEQU" INC.

Gentlemen,

In connection with the above-captioned matter, enclosed please find fully executed original and copy of Articles of Incorporation, together with my check made payable to your order in the sum of \$122.50 representing the cost of filing these Articles.

After the Articles have been filed, please forward certified copy of same directly to the undersigned, together with your Certificate acknowledging the filing of this document.

Thank you for your courtesy and cooperation.

Very truly yours,


STEPHEN N. ROSENTHAL

SNR/tr

Enclosures

FILED
96 OCT 24 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PH 10/25/96

ARTICLES OF INCORPORATION
OF
MEMPHIS BARBEQUE INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED do hereby associate themselves
for the purpose of forming a corporation under the laws of
the State of Florida, and do hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be:
MEMPHIS BARBEQUE INC.

ARTICLE II - PURPOSE

A. To carry on and engage in the business of managing,
conducting, and operating a restaurant business including but not
limited to the acquisition and preparation of food products and
beverages, alcoholic and otherwise, together with any and all acts
necessary and/or related to the operation of said business.

B. To carry on and engage in any business or
activity which may be authorized and permitted under and
by virtue of the laws of the United States of America or
the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue
capital stock in the following manner, to wit:

One Thousand (1,000) Shares of Common Stock, having no
par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be: 35 N.W. 45th Avenue, Suite 4-308
Deerfield Beach, Fla. 33442

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be Walter Popielarczyk, and the Registered Office shall be located at: 35 N. W. 45th Ave., Suite 4-308, Deerfield Beach, Fla. 33442 or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the direction of the Shareholders, except to the extent that the Director of Board of Directors shall have delegated the responsibility for such management under the provisions of these Articles

of Incorporation and in accordance with the bylaws of the Corporation. The officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Director or Board of Directors may, if he or they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

	<u>Name</u>	<u>Office</u>	<u>Address</u>
A)	Walter Popielarczyk	President	35 N.W. 45th Ave. Suite 4-308 Deerfield Beach, Fla. 33442
B)	Kathleen Popielarczyk	Vice President/ Secretary	35 N. W. 45th Ave., Suite 4-308 Deerfield Beach, Fla. 33442
C)	Patrick English	Treasurer	35 N. W. 45th Ave. Suite 4-308 Deerfield Beach, Fla. 33442

ARTICLE IX - BOARD OF DIRECTORS.

The Corporation shall be governed by a Board of Directors which may consist of one (1), but not more than five (5) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS:

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and qualify, shall be as follows:

<u>Name</u>	<u>Address</u>
Walter Popielarczyk	35 N. W. 45th Ave., Ste. 4-308 Deerfield Beach, Fla. 33442
Kathleen Popielarczyk	35 N. W. 45th Ave., Ste. 4-308 Deerfield Beach, Fla. 33442

ARTICLE XI - INCORPORATOR OR INCORPORATORS.

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares Subscribed</u>	<u>Amount of Shares</u>
Walter Popielarczyk	35 N.W. 45th Ave. Suite 4-308 Deerfield Bch., Fla.	450	\$ 900.00
Kathleen Popielarczyk	35 N.W. 45th Ave. Suite 4-308 Deerfield Beach, Fla.	450	\$ 900.00

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS.

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

ARTICLE XIII - VOTING RIGHTS.

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BYLAWS.

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders is present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Director or Board of Directors in the manner as provided in the bylaws and in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at ~~WINTER, DADE COUNTY, FLORIDA~~ this 17th day of Oct., 19 96.

 (SEAL)
WALTER POPIELARCZYK

 (SEAL)
KATHLEEN POPIELARCZYK

 (SEAL)
Russell L. Sullivan

CONNECTICUT
STATE OF ~~KEORINAX~~)
COUNTY OF DADE) S.S.

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BEFORE ME, the undersigned authority, ~~that date personally~~
appeared WALTER POPIELARCZYK and KATHLEEN POPIELARCZYK

to me well known to be the individual described above, who executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in said County and State
this 17 day of October, 19 96.

Ralph L. Sweluter
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My commission expires:

10/31/97

CERTIFICATE ACCEPTING DESIGNATION
AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation
as Registered Agent of MEMPHIS BARBEQUE INC.
and agree to serve as its Registered Agent, to accept service
of process within this State at its Registered Office located
at: 35 N. W. 45th Avenue, Suite 4-308, Deerfield Beach, Fla. 33442.

Walter Popielarczyk
REGISTERED AGENT