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1201 HAYES STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 140940 149395A

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 122.50

ORDER DATE : November 1, 1996

ORDER TIME : 9:54 AM

ORDER NO. : 140940-005

CUSTOMER NO: 149395A

CUSTOMER: Ms. Kristine Napoles
BEATRIZ M. CAPOTE, P.A.

700001993787--2

17th Floor
1101 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: CHARLOTTE'S CHINESE KITCHEN
II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
96 NOV -1 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-1-96
KR

LAW OFFICES
Beatriz M. Capote, P.A.

17TH FLOOR
1101 BRICKELL AVENUE
MIAMI, FLORIDA 33131

TELEPHONE (305) 374-1555
FAX (305) 374-0908

October 31, 1996

Secretary of State
Division of Corporations
New Filing Section
P.O. Box 6327
Tallahassee, FL 32314

RE: CHARLOTTE'S CHINESE KITCHEN II, INC.

Dear Sir or Madam:

Enclosed are the original Articles of Incorporation for the above referenced corporation.

Please note that I am aware that there is a corporation by the name of "Charlotte's Chinese Kitchen, Inc." (which is an affiliate of the new corporation), and I would like the enclosed corporation filed with the Secretary of State.

If you have any questions or comments, please do not hesitate to call me.

Sincerely yours,



BEATRIZ M. CAPOTE

BMC/kn

Enclosure

**ARTICLES OF INCORPORATION OF
CHARLOTTE'S CHINESE KITCHEN II, INC.**

FILED
96 NOV -1 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the Corporation is CHARLOTTE'S CHINESE KITCHEN II, INC.

**ARTICLE II
DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE**

The principal office of the corporation is: 754 Washington Avenue, Miami Beach, Florida 33139.

**ARTICLE V
MAILING ADDRESS**

The mailing address of the corporation is: 754 Washington Avenue, Miami Beach, Florida 33139.

**ARTICLE VI
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 1101 Brickell Avenue, 17th Floor, Miami, Florida 33131, and the name of the initial Registered Agent of this Corporation at that address is BEATRIZ M. CAPOTE.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles is:

Name

Address

BEATRIZ M. CAPOTE

1101 Brickell Ave., 17th Floor
Miami, FL 33131

ARTICLE IX
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31st day of October, 1996.


BEATRIZ M. CAPOTE

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this 31 day of October, 1996, personally appeared
before me, an officer duly authorized to administer oaths and take acknowledgements, BEATRIZ
M. CAPOTE, who is personally known to me.



NOTARY PUBLIC, State of Florida
Print Name: KRISTINE NAPOLES

My Commission Expires:



KRISTINE NAPOLES
My Commission CC408845
Expires Dec. 13, 1998

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

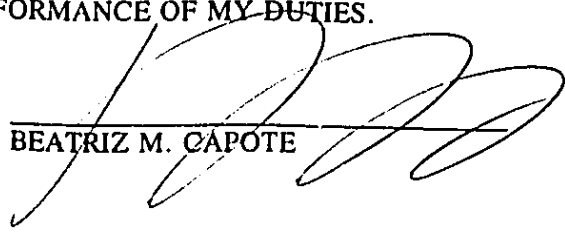
IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

THAT CHARLOTTE'S CHINESE KITCHEN II, INC. DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED BEATRIZ
M CAPOTE, LOCATED AT 1101 BRICKELL AVENUE, 17TH FLOOR, MIAMI, FLORIDA,
33131, ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA.


BEATRIZ M. CAPOTE, Incorporator

DATE: 10-31-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


BEATRIZ M. CAPOTE

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96 NOV -1 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA