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TALLAHASSEE, FL 32301-2607  
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P96000090558



PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 143004 7118298

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 4, 1996

ORDER TIME : 12:55 PM

ORDER NO. : 143004-005

CUSTOMER NO: 7118298

CUSTOMER: Mr. Warren E. Silverman  
WOLFIE COHEN'S RESTAURANT  
MANAGEMENT AND CONSULTING CO  
3550 N. 32nd Terrace

Hollywood, FL 33021

200001995272--8  
-11/04/96--01042--037  
\*\*\*\*131.25 \*\*\*\*131.25

DOMESTIC FILING

NAME: WOLFIE COHEN'S RESTAURANT  
MANAGEMENT AND CONSULTING  
COMPANY, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

*Dmc 11-4-96*

RECEIVED  
96 NOV -4 PM 4:02  
OFFICE OF CORPORATE AFFAIRS  
TALLAHASSEE, FLORIDA  
FILED

**ARTICLES OF INCORPORATION  
OF  
WOLFIE COHEN'S RESTAURANT MANAGEMENT  
AND  
CONSULTING COMPANY, INC.**

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**FILED**  
95 NOV -4 PM 4:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida

**ARTICLE I  
NAME**

The name of the corporation shall be

**WOLFIE COHEN'S RESTAURANT MANAGEMENT  
AND  
CONSULTING COMPANY, INC.**

**ARTICLE II  
NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV  
ADDRESS**

The street address of the initial registered office of the corporation shall be 9955 East Bay Harbor Drive, Suite 5B, Bay Harbour Islands, Florida 33154 and the name of the initial Registered Agent for the corporation at that address is Lewis Zachary Cohen.

**ARTICLE V  
SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

**ARTICLE VI  
TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE VII  
LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

**ARTICLE VIII  
SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Lewis Zachary Cohen      262-80 5609

9955 East Bay Harbor Drive, Suite 5B  
Bay Harbour Islands, Florida 33154


**ARTICLE IX  
INCORPORATOR**

The name and address of the incorporator is:

Lewis Zachary Cohen      262-80 5609  
9955 East Bay Harbor Drive, Suite 5B  
Bay Harbour Islands, Florida 33154

**IN WITNESS WHEREOF**, the undersigned has hereunto set his hand and seal  
on this 6th day of September, 1996.

Incorporator:

  
\_\_\_\_\_  
Lewis Zachary Cohen

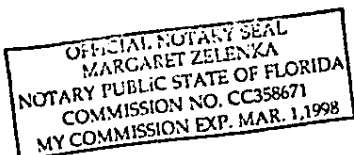
STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was executed and acknowledged before me this 6th day of  
September, 1996, by Lewis Zachary Cohen using Florida Driver's License Number .  
as further identifying documentation.

  
\_\_\_\_\_  
Notary Public State of Florida

(SEAL)

My Commission Expires:



**DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT**

**FILED**

96 NOV -4 PM 4:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following is submitted in compliance with the laws of the State of Florida. **WOLFIE COHEN'S RESTAURANT MANAGEMENT AND CONSULTING COMPANY, INC.**, a corporation organizing under the laws of the State of Florida, with its principal office located at 9955 East Bay Harbor Drive, Suite 5B, Bay Harbour Islands, Florida 33154, has named **Lewis Zachary Cohen**, whose address is 9955 East Bay Harbor Drive, Suite 5B, Bay Harbour Islands, Florida 33154, as its Agent to accept service of process within this State.

**ACCEPTANCE:**

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

*Lewis Zachary Cohen*  
\_\_\_\_\_  
Lewis Zachary Cohen

STATE OF FLORIDA  
COUNTY OF DADE

**BEFORE ME**, the undersigned authority, this day personally appeared **Lewis Zachary Cohen**, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

**WITNESS** my hand and official seal this 6th day of September, 1996.

*Margaret Zelenka 9/7/96*  
\_\_\_\_\_  
Notary Public State of Florida

(SEAL)

My Commission Expires:

OFFICIAL NOTARY SEAL  
MARGARET ZELENKA  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC358671  
MY COMMISSION EXP. MAR. 1, 1998