

11/13/96

WED

**P960000093269**

2001

11/13/96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H96000016045 2))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: RUDNICK & WOLFE  
CONTACT: JUDITH E COVEY  
PHONE: (813)229-2111

ACCT#: 076424002364

FAX #: (813)229-1447

NAME: BEEF'S ON ICE, INC.

AUDIT NUMBER.....H96000016045

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

FILED  
96 NOV 14 PM 1:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

43879.00.00

RECEIVED

96 NOV 14 AM 10:13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

596A-51976

11/14/96  
TJ

E96000016045

ARTICLES OF INCORPORATION  
OF  
BEEF'S ON ICE, INC.

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

I.  
Name

The name of the Corporation is Beef's On Ice, Inc.

II.  
Term of Existence

The Corporation's existence commences effective as of 12:01 a.m. on November 13, 1996. The Corporation will have perpetual existence thereafter.

III.  
Principal Office

The principal office and mailing address of the Corporation is 1802½ MacDill Avenue, Tampa, Florida 33629.

IV.  
Capital Stock

The Corporation is authorized to issue 10,000 shares of \$.10 par value common stock, which will be designated Common Stock.

V.  
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is c/o Rudnick & Wolfe, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is Andrew L. McIntosh.

Prepared by: Andrew L. McIntosh  
Florida Bar No. 0881041  
Rudnick & Wolfe  
101 East Kennedy Blvd., Suite 2000  
Tampa, Florida 33602  
(813) 229-2111

JEC2726 11/04/96

E96000016045

H96000016045

**VI.**  
**Directors**

The Corporation will have 1 director initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the Corporation will always have at least 1, but no more than 8, directors. The name and address of the initial director of the Corporation, who will serve until his successor is duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
James Melody	1802½ MacDill Avenue Tampa, Florida 33629

**VII.**  
**Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Andrew L. McIntosh	c/o Rudnick & Wolfe 101 East Kennedy Boulevard Suite 2000 Tampa, Florida 33602

**VIII.**  
**Affiliated Transactions**

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

**IX.**  
**Control Share Acquisitions**

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of

B96000016045

the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

**X.****Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

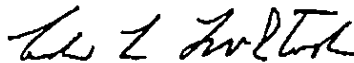
**XI.****Indemnification**

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

**XII.****Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on November 13, 1996.

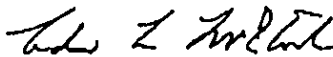


Andrew L. McIntosh, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I am familiar with and accept my obligations as registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: November 13, 1996.



Andrew L. McIntosh