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Attorneys At Law  
A Partnership of Professional Associations

November 4, 1996

FILED

96 NOV 12 PM 1:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Sanford L. Muchnick, P.A.  
Office: 4000 Hollywood Boulevard, Suite 710 North  
Hollywood, Florida 33021  
Dade County, Florida (305) 989-8100  
Linda J. Ehrlich, P.A.  
of Counsel

\* Also Admitted to  
Ohio Bar

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

RE: Articles of Incorporation of Mr. Oyster, Inc.

Dear Sir/Madame:

Enclosed herewith please find the original and one copy of Articles of Incorporation for the above captioned corporation, together with our firm's check in the amount of \$70.00, which covers the following:

1. Filing Fee	\$35.00
2. Registered Agent Fee	35.00

TOTAL \$70.00

Kindly process the Articles of Incorporation and return one copy with the filing date stamped on it, in the envelope provided herein.

Thank you for your courtesy and cooperation in this regard.

Very truly yours,

MUCHNICK, WASSERMAN & DOLIN

*Sanford L. Muchnick*

By: SANFORD L. MUCHNICK  
SLM:pt  
Encls.

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11-15-96

ARTICLES OF INCORPORATION

OF

MR. OYSTER, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Laws and Statutes of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I

Name of Corporation

The name by which this Corporation will be known, and under which it will conduct business shall be: MR. OYSTER, INC.

ARTICLE II

Term of Duration

This Corporation shall have perpetual existence.

ARTICLE III

Nature of Business

The general nature of the business, proposed objects, and/or purposes to be transacted, promoted, and/or carried on are to do any and all things; both as Principals and/or Agents, as hereinafter mentioned as fully and to the same effect and/or extent as natural persons and/or other Corporations might or could do.

This Corporation may engage in any and all activities, businesses, and/or objects permitted under the Laws of the State of Florida, said Corporation's primary purpose to be: holding company for Restaurant and Lounge Operations.



A. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, principal or trustee.

B. To promote or aid in any matter, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

C. To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

D. To do all and everything necessary, convenient or proper for the accomplishment or improvement of any and all of the business, purposes, or objects of, or attaining to the business, purposes, or objects of, or in furtherance of any and all of the powers enumerated in these ARTICLES OF INCORPORATION (including any and all AMENDMENTS thereto) or the BYLAWS, necessary or incidental to the protection or benefit of the Corporation as Principal, Agent, Director, Officer, Trustee, Legal Representative, or otherwise.

#### ARTICLE IV

##### Capitalization

"The Corporation is authorized to issue 100,000 shares of Common Stock. The Board of Directors is authorized to provide for the issuance of such Common Stock in Series A and Series B and is authorized to establish the number of shares included in each Series with preferences, limitations and relative rights of each Series of Common Stock." "Of these shares of Common Stock,

20,000 shares shall be designated as Series A Common Stock and 80,000 shares shall be designated as Series B Common Stock."

"Series B Common Stock shall have the same rights as Series A Common Stock, as prescribed by law, with the exception that Series B Common Stock shall be non-voting Stock."

"The Corporation shall be authorized to issue any amount of additional shares of Stock, whether Common and/or Preferred, and in any Classes or Series as permitted by law, when and for such consideration as may be determined from time to time by the Board of Directors at a meeting of the Board of Directors called for that purpose."

#### ARTICLE V

##### Directors

The business, purposes, and objects of this Corporation shall be managed by the Board of Directors which shall be headed by a Chairman of the Board. Initially, the Board shall be composed of Two (2) Directors who shall exercise complete and absolute control of this Corporation. The number of Directors may be increased or decreased from time to time by an AMENDMENT of the BYLAWS of the Corporation which shall be approved by the affirmative vote of Three-Fourths (3/4) of the Share of Stock entitled to vote thereon (or in the manner provided for by Law), but shall never be less than One (1). The Directors shall report directly to the Stockholders, and shall not be held accountable to anyone other than the Stockholders of this Corporation.

The names and addresses of the initial Director(s) are:

1. RICHARD FIRST  
3101 Port Royal Boulevard  
Suite #1136  
Ft. Lauderdale, Florida 33308



2. BRENDA SEPULVEDA  
2703 Parkview Drive South  
Hallandale, Florida 33009

#### ARTICLE VI

##### Officers

The Board of Directors may from time to time name, elect, and appoint any and all Officers as may be required for the pursuit and/or furtherance of the business purposes, and/or objects of this Corporation and/or any and all of its Subsidiaries and/or Divisions. The Stockholders may make recommendations as to naming, election, and/or appointment of prospective Officers. However the Stockholders may not name, elect, and/or appoint a prospective Officer over the objection of the Board of Directors. The Officers of this Corporation shall report directly to the Board of Directors to whom they shall be held accountable.

#### ARTICLE VII

##### Principal Office

The initial post office address of the Principal Office of this Corporation shall be: 3101 Port Royal Boulevard, Suite #1136, Ft. Lauderdale, Florida 33308. The Board of Directors may from time to time move the Principal Office to any other address that the Board of Directors considers to be in the best interest of the Corporation.

#### ARTICLE VIII

##### Subscriber

The name(s) and address(es) of the Initial Incorporators and Subscribers to these ARTICLES OF INCORPORATION, the number of Shares that they agree to Subscribe to and the aggregate value of said consideration is as follows:



<u>Names &amp; Addresses</u>	<u>No. of Shares</u>	<u>Consideration</u>
BRENDA SEPULVEDA 2703 Parkview Drive, South Hallandale, Florida 33009	10,000 Class A Stock	\$ .10 a share
RICHARD FIRST 3101 Port Royal Boulevard Suite #1136 Ft. Lauderdale, Florida 33308	10,000 Class A Stock	\$ .10 a share

#### ARTICLE IX

##### Subsidiaries

This Corporation may create or form, or cause to be created or formed; any and all Subsidiaries, domestic and/or foreign, as the Directors (with the advice and consent of the Shareholders) may from time to time determine.

#### ARTICLE X

##### Divisions

This Corporation may create or form, or cause to be created or formed; any and all Divisions within this Corporation and/or any and all Subsidiaries thereof as the Directors may from time to time determine for the purpose of conducting and/or pursuing the business, purposes, and/or objects of this Corporation and/or any and all Subsidiaries thereof.

#### ARTICLE XI

##### Preemptive Rights

With the exception of the original Subscribers and Shareholders, RICHARD FIRST and BRENDA SEPULVEDA, the Shareholders of this Corporation do not have a preemptive right to acquire the Corporation's unissued shares. Richard First and Brenda Sepulveda, upon the sale for



cash of any new Stock of this Corporation, whether Common and/or Preferred, and in any Classes or Series as permitted by law, shall have the right to purchase, in any amounts and at the price at which the shares of Stock are offered to others, those shares of Stock they wish to purchase. This right conferred upon Richard First and Brenda Sepulveda shall be considered a right of first refusal on the purchase of any additional shares of Stock offered for sale by the Corporation without regard to anyone else's right to purchase additional shares.

#### ARTICLE XII

##### Amendments

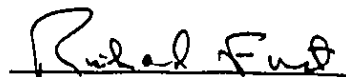
The power to adopt, alter, amend, and/or repeal the ARTICLES OF INCORPORATION shall be vested in the Stockholders. Each Amendment shall be approved by the affirmative vote of the majority of the Stock entitled to vote thereon at a meeting of the Stockholders called for that purpose.

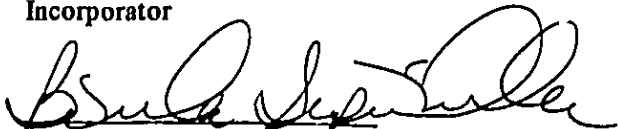
#### ARTICLE XIII

##### ByLaws

The Stockholders of this Corporation are specifically authorized from time to time to adopt, alter, amend, and/or repeal the BYLAWS which are not inconsistent with these ARTICLES OF INCORPORATION, restraining the alienation of Shares of Stock in this Corporation and providing for the purchase and/or redemption by the Corporation of such shares of Stock; providing, however, that provisions dealing with the purchase and/or redemption by the corporation of such Shares of Stock may not be invoked at a time and/or in a manner which would impair the capital structure and/or the operation(s), business(es), purposes(s), and/or object(s) of this Corporation.

WHEREFORE; for the purpose of forming this Corporation under the Laws and Statutes of the State of Florida; the undersigned have made, subscribed to, executed, and acknowledges these ARTICLES OF INCORPORATION this 31 day of October, A.D., 1996.

  
RICHARD FIRST,  
Incorporator

  
BRENDA SEPULVEDA  
Incorporator



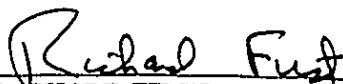


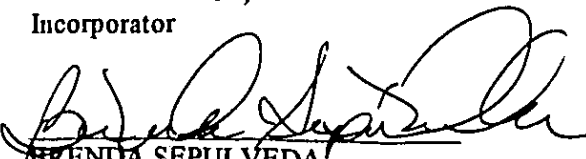
AFFIDAVIT

STATE OF FLORIDA        }  
                                  }§  
COUNTY OF BROWARD    }

BE IT KNOWN TO ALL BY THESE PRESENTS THAT:

On this day, personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments; RICHARD FIRST, of Ft. Lauderdale, Florida and BRENDA SEPULVEDA of Hallandale, Florida, to me well known and known to me to be the persons described in, and who signed and executed the foregoing ARTICLES OF INCORPORATION, and acknowledged the execution thereof to be their free act and deed for the uses, purposes, and objects therein mentioned.

  
RICHARD FIRST,  
Incorporator

  
BRENDA SEPULVEDA,  
Incorporator

The foregoing instrument was acknowledged before me this \_\_\_ day of October, 1996, by RICHARD FIRST and BRENDA SEPULVEDA who are personally known to me or who have produced a Florida State driver's license as identification and who did take an oath.

Sign:   
Print: \_\_\_\_\_

Notary Public, State of Florida  
My Commission Expires:



CHARLENE H IRVIN  
My Commission CC439832  
Expires Jan. 13, 1997  
Bonded by HAI  
800-422-1555

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §607.0501 or §617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

MR. OYSTER, INC.


2. The name and address of the registered agent and office is:

SANFORD L. MUCHNICK, ESQ.  
MUCHNICK, WASSERMAN & DOLIN  
4000 Hollywood Boulevard, Suite 710-North  
Hollywood, Florida 33021

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TALLAHASSEE, FLORIDA

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

DATED this 31 day of October, 1996.

  
\_\_\_\_\_  
SANFORD L. MUCHNICK  
Registered Agent