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LAW OFFICES OF KURT M. FRIM

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Interstate Plaza, Suite 180
1499 West Palmetto Park Road
Boca Raton, Florida 33486
(561) 451-1781

November 19, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

SUBJECT: MIKE'S BACKYARD GRILL, INC.

Enclosed please find an original and one (1) copy of the articles of incorporation for MIKE'S BACKYARD GRILL, INC. and a check for \$ 78.75 for the filing fee and certificate. Please stamp the enclosed copy of the articles of incorporation received and return them to the undersigned in the enclosed stamped self-addressed envelope.

Thank-you for your assistance and if I can answer any questions, please feel free to call.

Yours truly



Kurt M. Frim, Esq.

11/26/96

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ARTICLES OF INCORPORATION
OF
MIKE'S BACKYARD GRILL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is MIKE'S BACKYARD GRILL, INC..

ARTICLE II. PRINCIPAL OFFICE

The principal place of business address and mailing address of this corporation shall be 6588 N. State Road 7, Coconut Creek, FL 33073.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100,000 shares of common stock having a par value of \$.01 (one/hundredth of a dollar).

ARTICLE IV. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The name of the initial registered agent whose business office is identical to the registered office is: Kurt M. Frim, Esquire.

The address of the registered office of the corporation is Interstate Plaza, Suite 180, 1499 West Palmetto Park Road, Boca Raton, FL 33486.

The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

The Corporation shall have one director initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws adopted by the shareholders, but shall never be less than one.

ARTICLE VI. INITIAL DIRECTORS.

The name of the initial director of this Corporation and his street address is: Michael Paduano, Sr., 6588 N. State Road 7, Coconut Creek, FL 33073.

The persons named as initial director shall hold office for the first year of existence of this Corporation or until he resigns or his successor is elected or appointed and qualified, whichever occurs first.

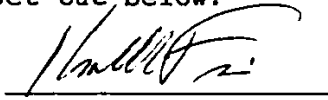
ARTICLE VII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation is: Kurt M. Frim, Esquire, Interstate Plaza, Suite 180, 1499 West Palmetto Park Road, Boca Raton, FL 33486.

ARTICLE VIII. AMENDMENT.

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

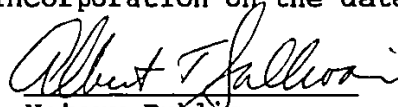
In witness whereof, the undersigned as Incorporator, has executed these Articles of Incorporation on the date set out below.


Incorporator

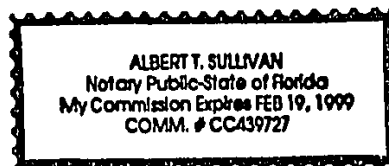
11-19-96
Date

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public, personally appeared Kurt M. Frim, Esquire, who is to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the date set out above.


Notary Public
State Florida
Commission expiration:

(Notary Seal)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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: MIKE'S BACKYARD GRILL, INC.
2. The name and address of the registered agent and office is:
Kurt M. Frim, Esquire
Interstate Plaza, Suite 180
1499 West Palmetto Park Road
Boca Raton, FL 33486

SIGNATURE: 

TITLE: Incorporator

DATE: 11-19-96

HAVING BEEN NAMED AS REGISTERED AGENT 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 

DATE: 11-17-96

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