

P96000099311

201 DAYS STREET
TALLAHASSEE, FL 32307
904-221-071
904-221-093 FAX

FILED

96 DEC - PM 3:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 177138 4303929

AUTHORIZATION : *Patricia Pizant*

COST LIMIT : \$ 122.50

ORDER DATE : December 5, 1996

ORDER TIME : 12:0 PM

ORDER NO. : 177138-005

CUSTOMER NO: 4303929

CUSTOMER: Esther J. Forbes, Legal Asst
GREENBERG TRAUERIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

300002021213--7
We reserved this name
for client two days
ago. when rejected,
please send to my
attention - Th ; Clint

DOMESTIC FILING

W96-25579

NAME: RESTAURANT ENTITIES, INC.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS: _____

TA
12.9.96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 6, 1996

CSC NETWORKS
ATTN: CLINT FUHRMAN
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: RESTAURANT ENTITIES, INC.
Ref. Number: W96000025579

RECEIVED
96 DEC -6 PM 4:07
VISION OF CORPORATION

RESUBMIT

Please give original
submission date as file date.

We have received your document for RESTAURANT ENTITIES, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The document must include original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 196A00054723

Please give us two Certified
copies. You may charge our
Account \$175.00
Thanks!
Patricia Pizutto

**ARTICLES OF INCORPORATION
OF
RESTAURANT ENTITIES, INC.**

FILED
96 DEC -5 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is RESTAURANT ENTITIES, INC., (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is: One S.E. Third Avenue, Suite 2130, Miami, FL 33131.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, Suite 2100, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is **Steven B. Lapidus**.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Norman Braman
One S.E. Third Avenue
Suite 2130
Miami, Florida 33131


ARTICLE VII

The name of the Incorporator is Steven B. Lapidus, 1221 Brickell Avenue, Suite 2100, Miami, Florida 33131.

ARTICLE VIII


This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 5th day of December, 1996.


Steven B. Lapidus - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of RESTAURANT ENTITIES, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


Steven B. Lapidus, Registered Agent
Dated: December 5, 1996

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TALLAHASSEE, FLORIDA