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TALLAHASSEE, FL 32302-607  
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PRENTICE HALL  
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96 DEC - 5 PM 1:22  
TALLAHASSEE, FLORIDA

96 DEC - 3 PM 3:22

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 177138 4303929  
AUTHORIZATION : *Patricia Pigott*  
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 - Thanks, 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: \_\_\_\_\_

*HA  
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 filo 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