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TALLAHASSEE, FL 32301-2607
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P96000102314



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 194152 10866A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Piguth

ORDER DATE : December 18, 1996

ORDER TIME : 8:53 AM

ORDER NO. : 194152-005

CUSTOMER NO: 10866A

300002033593--8

CUSTOMER: Susan Smith, Legal Assistant
H. STRATTON SMITH, III, P.A.

611 West Azeele Street

Tampa, FL 33606

DOMESTIC FILING

NAME: BRAZIL RESTAURANTS, INC.

~~XXXXXXXXXXXXXXXXXXXX~~

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED
96 DEC 19 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC 19 AM 10:29
DIVISION OF CORPORATION

12-19-96
KE

FILED
96 DEC 19 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BRAZIL RESTAURANTS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BRAZIL RESTAURANTS, INC.

The address of the principal office of this corporation shall be 611 West Azeele Street, Tampa, Florida 33606, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 12000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 611 West Azeele Street, Tampa, Florida 33606, and the name of the initial registered agent of the corporation at that address is H. Stratton Smith, III.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on December 19, 1996.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

GMC/skd


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE WITHIN THE STATE;
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That Brazil Restaurants, Inc.

desiring to organize under the laws of the State of Florida with its principal office as indicated in the articles of incorporation, has named **H. STRATTON SMITH, III**, located at **611 West Azeele Street, Tampa, Florida, 33606**, as agent to accept service of process within this state.

ACKNOWLEDGEMENT: Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: 

H. Stratton Smith, III

Registered Agent

FILED
96 DEC 19 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA