

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-1011 FAX

800-342-8086

P96000102461



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 189286 91302A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 16, 1996

ORDER TIME : 10:30 AM

ORDER NO. : 189286-005

CUSTOMER NO: 91302A

CUSTOMER: Anna Immacolato, Legal Asst
WEINTRAUB & WEINTRAUB

Suite 301
1701 W. Hillsboro Boulevard
Deerfield Beach, FL 33442

7000002009587-12
-12/16/96-01016--026
***122.50 ***122.50

FILED
96 DEC 16 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: PALM BEACH RESTAURANT
MANAGEMENT COMPANY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS: _____

RECEIVED
96 DEC 16 PM 12:11
DEPARTMENT OF CORPORATION

W96-26364

N/R

504

12-20-96
KR



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 16, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: PALM BEACH RESTAURANT MANAGEMENT COMPANY, INC.
Ref. Number: W96000026364

RESUBMIT
Please give original
submission date as file date.

We have received your document for PALM BEACH RESTAURANT MANAGEMENT COMPANY, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 296A00056012

RECEIVED
96 DEC 19 PM 12:23
DIVISION OF CORPORATION

ANNAMARIE BOFFMAN, ESQ.
ST CLAIR MANAGEMENT COMPANY
12 GRANDVIEW CIRCLE
CARONSBURG, PA 15317-0533

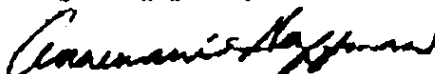
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

To Whom It May Concern:

On or about December 2, 1996, I reserved the name PALM BEACH RESTAURANT MANAGEMENT COMPANY for 120 days. I now wish to file Articles of Incorporation for Palm Beach Restaurant Management Company, Inc. and have retained the services of Weintraub & Weintraub, P. A. in Deerfield Beach, Florida for the purpose of preparing and assisting in filing the Articles of Incorporation. Weintraub & Weintraub has employed the services of CSC Networks to hand deliver the Articles to be filed.

Therefore, I would request that you permit CSC to file the Articles of Incorporation for Palm Beach Restaurant Management Company, Inc. I thank you for your assistance in this matter.

Very truly yours,



Annamarie Boffman, Esq.

AMH/ai



FLORIDA DEPARTMENT OF STATE
Sandra B. Motham
Secretary of State

DEC 09 1996
RECEIVED

December 2, 1996

ANNEMARIE HOFFMAN, ESQ.
ST. CLAIR MANAGEMENT COMPANY
12 GRANDVIEW CIRCLE
CANONSBURG, PA 15317-8533

The name **PALM BEACH RESTAURANT MANAGEMENT COMPANY** has been reserved for 120 days beginning December 2, 1996. The reservation number is R9600005688 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1061 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section.

Emily Price

Letter number: 286A00053988

ARTICLES OF INCORPORATION
OF

PALM BEACH RESTAURANT MANAGEMENT COMPANY, INC.

FILED
96 DEC 16 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of the corporation shall be:

PALM BEACH RESTAURANT MANAGEMENT COMPANY, INC.

Address

c/o Weintraub & Weintraub
1701 W. Hillsboro Blvd., Suite 301
Deerfield Beach, Florida 33442

ARTICLE II.

PURPOSES

The purposes for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(a) To buy, sell, deal in, lease, hold, subdivide, improve and develop real estate; to establish subdivisions, towns, cities and villages and to dedicate lands for ways, roads, streets, alleys, sidewalks, parkways, parks and other purposes; and to engage in, conduct and carry on any business

or undertaking for the improvement of property owned by the corporation or in which it may have an interest.

(b) To build, purchase, take, receive, lease or otherwise acquire, own, hold, use, maintain, alter, repair and improve, sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of buildings, structures, works and improvements of all kinds; to plan, establish, furnish, decorate, equip, improve, maintain, lease, sublease, sell, convey, exchange and transfer space, offices, rooms, suites and apartments; and to manufacture, purchase or otherwise acquire, own, use, install, maintain, repair, operate and deal in and with, and sell, mortgage, pledge, lease, or otherwise dispose of fixtures, improvements and furnishings of all kinds and any articles, materials, machinery, equipment and property used for or in connection with any business or property of the corporation.

(c) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deeds of trust, pledge or other lien; or the assumption thereof.

(d) To enter into, perform and carry out contracts of any kind necessary to or in connection with or incidental to the accomplishment of any one or more of the purposes of the corporation.

(e) To transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida

Statutes.

(f) To engage in any and all lawful acts or activities related to any of the above.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is 1,000 shares of common stock having a nominal or no par value. The consideration to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than \$.50.

ARTICLE IV.

TERM

This corporation shall have perpetual existence.

ARTICLE V.

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the corporation shall be PETER B. WEINTRAUB and the Registered Office shall be located at:

1701 W. Hillsboro Blvd., Suite 301

Deerfield Beach, Florida 33442

or such other person or place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

ARTICLE VI.

DIRECTORS

This corporation shall have not less than 1 nor more than 5 directors, as set forth in the ByLaws. The names and street addresses of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, ByLaws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified are:

Name	Street Address
Edward B. Dunlap	c/o Weintraub & Weintraub 1701 W. Hillsboro Blvd. Ste. 301 Deerfield Beach, Fl 33442

ARTICLE VII.

SUBSCRIBER

The name and street address of the subscriber to the Articles of Incorporation is: PETER B. WEINTRAUB, 1701 W. Hillsboro Blvd., Suite 301, Deerfield Beach, Florida 33442.

ARTICLE VIII.

SPECIAL PROVISION

Any action by the directors of this corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the ByLaws of this corporation, if at any time prior to,

during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all shareholders, as required by law or the ByLaws of this corporation, if at any time prior to, during or subsequent to such meeting all shareholders shall execute a waiver of notice of such meeting in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any state, county or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of

said directors, or wherever a greater vote is required by law or in the ByLaws by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the ByLaws by that vote.

ARTICLE IX.

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have any right to inspect any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE X.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the corporation,

whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XI.

TELEPHONE MEETING AUTHORIZED

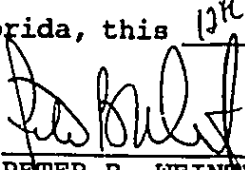
Members of the Board of Directors or of any executive committee designated by the Board of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or executive committee, as the case may be, if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

ARTICLE XII.

AMENDMENT

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Deerfield Beach, Broward County, Florida, this 12th day of December, 1996.



PETER B. WEINTRAUB

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, this day personally appeared PETER B. WEINTRAUB, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation of **PALM BEACH RESTAURANT MANAGEMENT, INC.**; and he acknowledged before me that he signed and executed the same for the purposes herein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Deerfield Beach, Broward County, Florida, this 13 day of December, 1996.


Notary Public



Anna Immacolata
My Commission CC802268
Expires November 18, 2000

CERTIFICATE ACCEPTING DESIGNATION

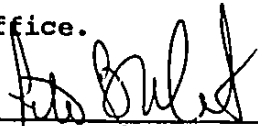
AS

REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of:

PALM BEACH RESTAURANT MANAGEMENT COMPANY, INC.

and agree to serve as its agent to accept service to process within this State at its Registered Office.



PETER B. WEINTRAUB

FILED
96 DEC 16 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA