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TRANSMITTAL LETTER

97 JAN 10 AM 11:52

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RECEIVED
TALLAHASSEE, FLORIDA

SUBJECT: VALENTINE RESTAURANT, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for: \$122.50 (made payable to the "Department of State.")

FROM:

Felix Doyon
[NAME] Felix Doyon

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-01/10/97--01126--014
****122.50 ****122.50

[ADDRESS] 1500 North Boardwalk, Hollywood Beach, FL 33019
[DAYTIME TELEPHONE #] ✓ 954-328-0509

3/1/97

ARTICLES OF INCORPORATION
OF
VALENTINE RESTAURANT, INC.

FILED

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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, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be VALENTINE RESTAURANT, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1,000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer,

or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VI

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VII

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of 1 director whose name and address is Felix Doyon, 1500 N. Boardwalk, Hollywood Beach, Florida 33019.

ARTICLE VIII

The initial registered agent of the corporation is Felix Doyon. The street address of the corporation's initial registered office is 1500 N. Boardwalk, Hollywood Beach, Florida 33019.

ARTICLE IX

The principal place of business and mailing address of this corporation shall be: 1500 N. Boardwalk, Hollywood Beach, Florida 33019.

ARTICLE X

The name and address of the incorporator to these Article of Incorporation is Felix Doyon, 1500 N. Boardwalk, Hollywood Beach, Florida 33019.

The undersigned incorporator has executed these Articles of Incorporation this 01-08 day of January, 1997.

✓ Felix Doyon
Felix Doyon, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under 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: VALENTINE RESTAURANT, INC.
2. The name and address of the registered agent and office is:

Felix Doyon 1500 North Boardwalk
Hollywood Beach, Florida 33019

Date: ✓ 1-8-97

Signature: ✓

Felix Doyon

Title: Incorporator

CONSENT TO SERVE AS REGISTERED AGENT
FOR
VALENTINE RESTAURANT, INC.

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: ✓ 1-8-97

✓ *Felix Doyon*

Signature of Registered Agent

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TALLAHASSEE, FLORIDA