

MICHAEL GOLDBERG, P.A.

CERTIFIED PUBLIC ACCOUNTANTS

VENTURE BUILDING
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July 31, 1996

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Division of Corporations
PO Box 6327
Tallahassee, FL 32301

Gentlemen:

Enclosed please find the Articles of Incorporation for LAKE WORTH RESTAURANT ASSOCIATES, INC., along with a check for \$122.50.

If you have any questions regarding this new corporation, please feel free to contact me at the above address.

Sincerely,

Michael Goldberg PA
MICHAEL GOLDBERG, P.A.
CERTIFIED PUBLIC ACCOUNTANTS

enclosures

A 1/30

FILED
97 JAN 27 AM 11:18
TALLAHASSEE, FL 32301

**ARTICLES OF INCORPORATION
FOR
LAKE WORTH RESTAURANT ASSOCIATES, INC.**

FILED
97 JAN 27 AM 11:18
STATE OF FLORIDA
TALLAHASSEE

This undersigned, a natural person, and duly licensed for restaurant consulting in the State of Florida, does hereby form a corporation under the Florida Professional Services Corporation Act and other laws of the State of Florida.

ARTICLE ONE

The name of the Corporation is LAKE WORTH RESTAURANT ASSOCIATES, INC.

ARTICLE TWO

The purpose for which the Corporation is organized is for restaurant consulting. Subject to the laws of the State of Florida regarding Professional Corporations, the Corporation may engage in any and all activities and business permitted under the laws of the United States and of the State of Florida. The Corporation shall have all of the powers vested in a Professional Corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the Corporation is authorized to issue and have at any time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE FOUR

The existence of the Corporation shall be perpetual.

ARTICLE FIVE

The street address of the principle office of the Corporation and the Corporation's initial registered office is 7753 Court Yard Run West, Boca Raton, Florida 33433, and the initial Registered Agent at that address is J|| Goodman.

ARTICLE SIX

The Corporation shall have one director(s) initially. The number of directors may be increased or diminished from time to time pursuant to the By-Laws of the Corporation, but shall not be less than one nor more than ten.

ARTICLE SEVEN

The names and street addresses of the members of the first Board of Directors of the Corporation who shall hold office for the first year of the Corporation's existence or until his successor is elected and has qualified is:

NAME	ADDRESS
J GOODMAN	7753 COURT YARD RUN WEST BOCA RATON, FLORIDA 33433

ARTICLE EIGHT

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

ARTICLE NINE

A Director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve any such director, personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE TEN

The name and street address of the person signing these articles is:

NAME

ADDRESS

Jill GOODMAN

7753 COURT YARD RUN WEST
BOCA RATON, FLORIDA 33433

ARTICLE ELEVEN

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved either at the shareholders' meeting by the affirmative vote of the holders of two-thirds of the shares entitled to vote thereon or by written consent of all shareholders.

ARTICLE TWELVE

The initial By-Laws of the Corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the By-Laws of the Corporation may be amended, modified or repealed as provided by the By-Laws.

EXECUTED at First Union Bank Palm Beach County, Florida,
this 22 day of January, 1997

X Jill Goodman
Jill Goodman

STATE OF FLORIDA)
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 22 day of January, 1997 by Jill GOODMAN, to me personally known to be the person who subscribed to the foregoing Articles of Incorporation of LAKE WORTH RESTAURANT ASSOCIATES, INC., who is personally known to me as the person described in and who executed the foregoing.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first written above.



Linda McLeod
(Printed Name of Notary)

Serial Number of Notary
Notary Public
State of Florida
My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

LAKE WORTH RESTAURANT ASSOCIATES, INC., desiring to organize under the laws of the State of Florida, hereby designates JILL GOODMAN, as its Registered Agent and 7753 COURT YARD RUN WEST, BOCA RATON, FLORIDA 33433 as its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above named Corporation, I hereby agree to act in such capacity for such Corporation at its registered office.

x Jill Goodman
JILL GOODMAN
(REGISTERED AGENT)

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97 JAN 27 AM 11:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA