

P970000/3867



ACCOUNT NO. : 072100000032

REFERENCE : 257462 81003A .

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 12, 1997

ORDER TIME : 10:16 AM

ORDER NO. : 257462-005

CUSTOMER NO: 81003A

CUSTOMER: Frank Heston, Esq
HESTON & SLATKIN, P.A.

9900 W. Sample Road, Suite 400

Coral Springs, FL 33065

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DOMESTIC FILING

NAME: S & G MANAGEMENT CO., 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: Daniel W Leggett

EXAMINER'S INITIALS:

Karen Rozar GAVE
AUTHORIZATION BY PHONE TO
COUNCIL ACT III
DATE 2-12-97
DOC. CLERK KR

KR
2-12-97

FILED
97 FEB 12 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 FEB 12 PM 12:06
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
S & G MANAGEMENT CO., INC.

97 FEB 12 PM 2:57
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby execute the following document for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of Corporation for Profit.

ARTICLE ONE

The name of the Corporation shall be: S & G MANAGEMENT CO., INC.

ARTICLE TWO

The general nature of the business and objects and purposes proposed to be transacted and carried on, are to do any and all things herein mentioned, as fully and to the same extent as natural persons might, or could do, viz:

1. To acquire restaurants, food stores and other businesses for profit; to manage and control other such corporations which may be formed for the purpose of acquiring specific business entities to serve and advise or in managerial or consulting capacities to corporations, associations, partnerships and individuals; to investigate systems, methods and control and manage various business entities; to solicit bids, investigate businesses, to make offers to acquire and otherwise hold, deliver, sell or resell restaurants, food chains and other business entities for profit. To do any and all things necessary, proper and incident to this purpose.

2. A general real estate agency and brokerage business, to act as agent, broker, or attorney in fact for any persons or corporation in buying, selling, and dealing in real property and

every estate and interest therein, and choses in action secured thereby, judgments resulting therefrom and other personal property collateral thereto, in making or obtaining loans upon such property and loans and all interest in and claims affecting the same in effecting insurance against fire and all other risks thereon, and in managing and conducting any legal actions, proceedings, and business relating to any of the purposes herein mentioned or referred to; to register mortgages and deeds of trust on real property or chattels and all other securities collateral thereto; to investigate and report upon the credit and financial solvency and sufficiency of borrowers and sureties upon such securities; to purchase and hold real property and any and every estate interest therein, and choses in action secured thereby, judgments resulting therefrom, and other personal property collateral thereto; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property so acquired; to loan upon such property, and take mortgages and assignments of mortgages of the same; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the aforementioned purposes, of the Corporation.

3. To conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, and repairing or doing any other work in connection with any and all classes of building and improvements of any kind and nature, whatsoever, including the building, rebuilding, alteration, repairing, or improvement of houses, factories, building works, or erections of every kind and description whatsoever, including the locating, laying out, and construction of roads, avenues, docks, slips, sewers, bridges, wells, walls, canals, railroads or street railways, power plants, and generally in all classes of building, erections, and works, both public and private, or integral parts thereof, and generally to do and perform any and all works

as builders and contractors, and with that end in view to solicit, obtain, make, perform, and carry out contracts covering the building and contracting business and the work connected therewith.

4. To manufacture, buy, sell, trade, and deal in all and every kind of material product, manufactured or unmanufactured, iron, steel, wood, brick, cement, granite, stone, and other products and materials, including the quarrying of stone, to buy, acquire, hold, use, employ, mortgage, convey, lease, and dispose of patent rights, letters, patent processes, devises, inventions, trademarks, formulas, good will and other rights; to take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve, and otherwise deal in and dispose of real estate and real property or any interest or rights therein without limit as to the amount, to lend money or bonds secured by mortgage and real property and to make advances from time to time on bonds secured by mortgage for future advance on real estate, but nothing herein set forth shall give or to be construed to give said Corporation any banking powers.

5. To purchase, acquire, hold and dispose of stocks, bonds, and other obligations including judgments, interest accounts, or debts of any corporation, domestic or foreign (except moneyed or transportation or banking or insurance corporations) owning or controlling any articles, which are or might be or become useful in the business of this Corporation, and to purchase, acquire, hold, and dispose of stocks, bonds, or other obligations including judgments, interest, accounts, or debts domestic or foreign (except moneyed or transportation or banking or insurance corporations) engaged in business similar to that of this Corporation, or engaged in the manufacture, use, or sale of property, or in the constructions or operation of works necessary or useful in the business of this Corporation, or in which, or in connection with which, the manufactured articles, product, or property of this Corporation may be used, or of any

corporation with which this Corporation is or may be authorized to consolidate according to law, and this Corporation may issue in exchange therefore, the stock, bonds, or other obligations of this Corporation.

6. To purchase, take, and lease, or in exchange, hire or otherwise acquire any real or personal property, rights, or privileges suitable or convenient for any of the purposes of this Corporation, and to purchase, acquire, erect and construct, make improvement of buildings and machinery stores or works, insofar as the same may be appurtenant to or useful for the conduct of this Corporation as above specified, but only to the extent to which the Corporation may be authorized by the statutes under which it is organized.

7. To acquire or carry on all or any part of the business similar to that authorized to be conducted by this Corporation, or with which this Corporation is authorized under the laws of this State to consolidate, or whose stock the Corporation under the laws of this State and the provisions of this certificate is authorized to purchase and to undertake in conjunction therewith, any liabilities of any person, firm, association, or company described as aforesaid, possessing of property suitable for any of the purposes of this Corporation is authorized to conduct, and as for the consideration for the same to pay cash or to issue shares, stocks, and obligations of this Corporation.

8. To purchase, subscribe for, or otherwise acquire and to hold the shares, stocks, or obligations of any company organized under the laws of this State or of any State, or of any territory of the United States or of any foreign country, (except moneyed or transportation or banking or insurance corporations) and to sell or exchange the same, or upon the distributions of assets or divisions of profits, to distribute any such shares, stocks, or obligations or proceeds

thereof among the stockholders of this Corporation.

9. To borrow or raise money for any purpose of the Corporation and to secure the same and interest, or for any other purpose, to mortgage all or any part of the property corporeal or incorporeal rights or franchises of this Corporation now owned or hereafter acquired, and to create, issue, draw, and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

10. To guarantee the payment of dividends or interest on any shares, stocks, debenture, or other securities issued by, or any other contract or obligation of any corporations described as aforesaid, whenever proper or necessary for the business of the Corporation, and provided the required authority be first obtained for that purpose, and always subject to the limitations herein prescribed.

11. To acquire by purchase or otherwise, own, buy, hold, sell, convey, lease, mortgage, or encumber real estate or other property, personal or mixed.

12. To buy, sell, and generally trade in, store, carry, and transport all kinds of goods, wares, merchandise, provisions, and supplies.

13. To do and perform and cause to be done or performed each, and any and all of the acts and things above enumerated, and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given always provided on the grant of the foregoing enumerated powers is upon the express condition precedent, that the various powers above enumerated shall be exercised by said Corporation only in case the same are authorized to be exercised by said acts above recited under which said Corporation is organized, and the same shall be exercised by said Corporation only in the manner and to the extent that the

same may be authorized to be exercised under the said acts above recited under which it was organized. The said Corporation may perform any of its business outside the State of Florida, in the other states or colonies of the United States and in all foreign countries.

14. And further, that the Corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE THREE

All the stock of this Corporation shall be 1244 Stock issued in accordance with Section 1244 of the Internal Revenue Code. The maximum number of shares of stock with one dollar (\$1.00) par value that this Corporation is authorized to have outstanding at one time is One Hundred (100) shares. This stock shall not be subject to preemptive rights.

ARTICLE FOUR

This Corporation shall have perpetual existence.

ARTICLE FIVE

The initial street address of this Corporation shall be 1813 N. E. 164th Street, North Miami Beach, Florida 33162.

ARTICLE SIX

The number of Directors shall not be less than (1).

ARTICLE SEVEN

The names and street addresses of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the By-Laws of the Corporation, and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified, are:

NAME	ADDRESS
Panos Kasdas	360 E. Royal Palm Road, Boca Raton, Florida 33432
Joe Lichtman	1000 E. Island Blvd., Apt. 2804, Williams Island, N. Miami, FL 33160

ARTICLE EIGHT

The names and street addresses of each subscriber to the Certificate of Incorporation are as follows:

NAME	ADDRESS
Panos Kasdas	360 E. Royal Palm Road, Boca Raton, Florida 33432
Joe Lichtman	1000 E. Island Blvd., Apt. 2804, Williams Island, N. Miami, FL 33160

ARTICLE NINE

The street address of the initial registered office of this Corporation and the name of its initial agent at such address is as follows:

NAME	ADDRESS
Frank Joseph Heston	9900 W. Sample Road, Suite 400, Coral Springs, FL 33065

ARTICLE TEN

The Corporation shall have the further right and power to: From time to time determine

whether and to what extent and to what times and places and under what conditions and regulations, the accounts and books of this Corporation (other than the stock book) or any of them shall be open to inspection of Stockholders; and no Stockholder shall have any right of inspecting any account, book, or document of this Corporation except as conferred by statute, unless authorized by a resolution of the Stockholders or Board of Directors.

The Corporation may in its By-Laws confer powers upon its Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both Stockholders and Directors shall have the power, if the By-Laws so provide, to hold their respective meetings, and to have one or more officer within or without the State of Florida, and to keep the books of this Corporation (subject to the provisions of the statutes) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The Corporation reserves the right to amend, alter, change, or repeat any provision contained in the Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

We, the undersigned, being the subscribers to the Capital Stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge, and file this Certificate, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set our hands

and seals this 24 day of January, 1997.

Panos Kasdas
Panos Kasdas

Joe Lichtman
Joe Lichtman

STATE OF FLORIDA)

COUNTY OF BROWARD)

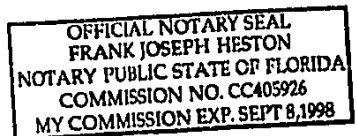
BE IT REMEMBERED that on this day before me personally appeared PANOS KASDAS and JOE LICHTMAN, the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledged the said Certificate to be a free and voluntary deed by them and that the facts therein stated are truly set forth.

WITNESS my hand and notarial seal at Coral Springs, Broward County, Florida, this 24 day of Jan, 1997.

[Signature]
Notary Public, State of Florida at Large

My Commission Expires:

- () personally known
or
() produced identification
Type of I. D. produced



CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS 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:

That S & G MANAGMENET CO., INC., a corporation
(Name of Corporation)

organized under the laws of the State of Florida with its principal office, as
(Florida)

indicated in the articles of incorporation at City of North Miami Beach, County of
(City)
Dade, State of Florida
(County) (State)

has named Frank Joseph Heston
(Name of Resident Agent)

located at 9900 W. Sample Road, Suite 400
(Street address and number of building,
Post Office Box address not acceptable)

City of Coral Springs, County of Broward
(City) (County)

State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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 provision of said Act relative to keeping open said office.

BY _____

Frank Joseph Heston
(Resident Agent)

FILED
97 FEB 12 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA