

Law Offices of
DEAN L. WILLBUR, JR., P.A.
240 Tenth Street
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PG 70002088987
February 17, 1997

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

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-02/17/97--01030--020
****245.00 ****122.50

RE: Deerfield Restaurant Group, Inc., & Q Restaurant Group, Inc.

Dear Sir/Madam:

Enclosed please find our check in the amount of \$245.00 to cover the fee for filing the above described corporations. After the corporations have been filed please forward a certified copy to our office.

In the event you have any questions regarding this matter, please do not hesitate to contact our office.

Sincerely,



Staci I. Hughes
Sec. to Dean L. Willbur, Jr.

FILED
97 FEB 17 AM 8:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

/sih
Enclosures



**ARTICLES OF INCORPORATION
OF
DEERFIELD RESTAURANT GROUP, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to Chapter 607, of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation shall be

DEERFIELD RESTAURANT GROUP, INC.

ARTICLE TWO

This Corporation shall exist in perpetuity commencing on the date of the filing of these Articles of Incorporation by the Secretary of State.

ARTICLE THREE

This corporation is formed for the specific purpose of being engaged in every aspect and phase of the management, operation, development and marketing of entertainment and restaurant enterprises; and furthermore to engage in the transaction of any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR

The aggregate number of shares which this corporation is authorized to issue shall be ONE THOUSAND. Such share shall be of a single class and shall have a par value of ONE DOLLAR per share, which shall be designated "Common Shares".

ARTICLE FIVE

The holders of record of the Common Shares shall be entitled to cash dividends when and as declared by the Board of Directors in the resolution authorizing such cash dividends.

ARTICLE SIX

The street address of the initial registered office, principal office, and mailing address of this corporation is 240 Tenth Street, West Palm Beach, Florida 33401. The name of the initial registered agent of this corporation is DEAN L. WILLBUR, JR.

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of this corporation shall be two. The number of directors may be increased or decreased from time to time by the By-Laws but shall never be less than one. The name and address of the person who is to serve as the initial Board of Directors is:

**DANIEL KEARNS
3800 Galt Ocean Drive
Ft. Lauderdale, Florida 33304**

ARTICLE EIGHT

The name and address of the incorporator is:

**DANIEL KEARNS
3800 Galt Ocean Drive
Ft. Lauderdale, Florida 33304**

ARTICLE NINE

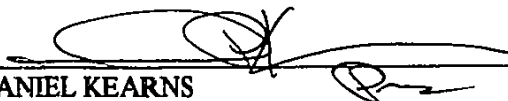
The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLE TEN

The affirmative vote of two-thirds of the shares of this corporation, represented at a meeting at which a quorum is present, shall be required to amend these Articles of Incorporation so as to increase or decrease the authorized number of shares, or change the designations, preferences, qualifications, limitations and restrictions; or to merge or consolidate the corporation with or into any other corporation; or to sell, lease, or convey all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

ARTICLE ELEVEN

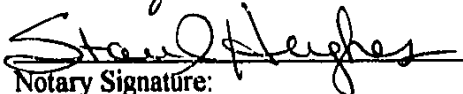
This corporation will indemnify any person who was or is a party or is threatened to be made a party to any suit or proceeding by reason of the fact that he is or was a director or officer of the corporation, against any and all expenses, judgments, and amounts paid in settlement incurred by her in connection with such action, suit or proceedings, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties.

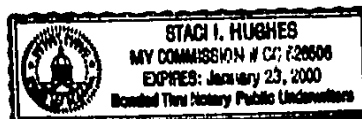

DANIEL KEARNS

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared DANIEL KEARNS known to me to be the persons described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above named person: KNOWN PERSONALLY and that an oath (was)(was not) taken.

Witness my hand and official seal in the County and State last aforesaid this 12 day of February, 1997.


Notary Signature:

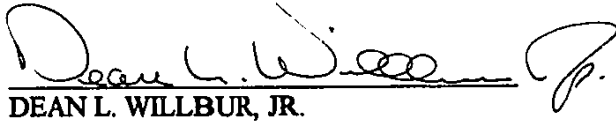


Printed Notary Signature

ACCEPTANCE OF REGISTERED AGENT

I HEREBY CERTIFY that I am a permanent resident of Palm Beach County, Florida, residing at 240 Tenth Street, West Palm Beach, Florida 33401. I accept the foregoing designation of Registered Agent.

Dated at West Palm Beach, Florida on this 12 day of February, 1997.


DEAN L. WILLBUR, JR.

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TALLAHASSEE FLORIDA