

1997000017438

FEB-24 1997 15:06

EMPIRE CORPORATE KIT

TELETYPE ADDRESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000003195 9))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: THOMAS SPECIALTY RESTAURANTS, INC.
AUDIT NUMBER.....H97000003195
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0
CERT. COPIES.....1
PAGES..... 6
DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM

Connect: 00:08:2'

RECEIVED
97 FEB 24 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
97 FEB 24 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date: 2/24/97

FEB-24-1997 15:17

EMPIRE CORPORATE KIT

P.02/06

FILED

97 FEB 24 PM 4:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H 97000003195.

ARTICLES OF INCORPORATION

OF

THOMAS SPECIALTY RESTAURANTS, INC.

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is:

THOMAS SPECIALTY RESTAURANTS, INC.

The mailing address for the Corporation is:

1100 Ponce de Leon Blvd., Coral Gables, FL 33134

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purposes of this corporation and general nature of the business to be conducted are as follows:

A. To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

THIS INSTRUMENT PREPARED BY:
MAYNARD J. HELLMAN, ESQUIRE
FLORIDA BAR NO. 137411
1100 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33134
(305) 448-8282

H 97000003195

H 9700 0003 195

ARTICLE III**DURATION OF CORPORATION**

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE IV**CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock, each share having no par value.

ARTICLE V**INITIAL CAPITAL CONTRIBUTION**

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI**SUBSCRIBERS**

The name and address of the subscriber of these Articles of Incorporation and the number of shares he has elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
MAYNARD J. HELLMAN	1100 PONCE DE LEON BLVD. CORAL GABLES, FL 33134	100

ARTICLE VII**DIRECTORS**

The initial number of Directors of this corporation shall be one (1). The number of

H 9700 0003 195

H 97000003 195

Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the Initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation 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 qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS BILLANTE	11900 Biscayne Blvd., Suite 108, Miami, Florida 33181

ARTICLE IX

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.


H 97000003195

THOMAS SPECIALTY RESTAURANTS, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSES OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS _____ MAY BE SERVED _____

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT THOMAS SPECIALTY RESTAURANTS, INC. IS DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED MAYNARD J. HELLMAN, ESQUIRE, AT 1100 PONCE DE LEON BOULEVARD, CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature: 
MAYNARD J. HELLMAN
Title: Subscriber

Date: February 24, 1997

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: 
MAYNARD J. HELLMAN
(Registered Agent)

Date: February 24, 1997

H 97000003195

FILED
97 FEB 24 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA