

P97000022691



ACCOUNT NO. : 072100000032

REFERENCE : 291608 5490A

AUTHORIZATION : *Patricia Pyjick*

COST LIMIT : \$ 70.00

ORDER DATE : March 12, 1997

ORDER TIME : 3:58 PM

ORDER NO. : 291608-005

200002112122--1

CUSTOMER NO: 5490A

CUSTOMER: Ms. Suzanne Opatosky
MASTRIANA & CHRISTIANSEN

2750 North Federal Highway

Fort Lauderdale, FL 33306

DOMESTIC FILING

NAME: VALUE DINING INCORPORATED

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: _____

FILED
97 MAR 12 AM 9:24
TALLAHASSEE, FLORIDA
97 MAR 12 PM 4:21
R-1111111111

K.R. MAR 13 1997

**ARTICLES OF INCORPORATION
OF
VALUE DINING INCORPORATED**

FILED
97 MAR 12 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Value Dining Incorporated.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7500 shares of common stock of \$1.00 par value.

ARTICLE V - PRINCIPAL OFFICE

The principal office address of Value Dining Incorporated, is 2750 North Federal Highway, Fort Lauderdale, Florida 33306, which is the same address as the registered office of the corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2750 North Federal Highway, Fort Lauderdale, Florida 33306, and the name of the initial registered agent of this corporation at that address is MICHAEL ERIC CHRISTIANSEN.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

Steve Markley
P.O. Box 290276
Fort Lauderdale, Florida 33329

Ron Singerman
349 Greco Avenue
Coral Gables, Florida 33146

Gilbert Singerman
1920 S. Belvoir
S. Euclid, Ohio 44121

The name and address of the person signing these Articles is MICHAEL ERIC CHRISTIANSEN, 2750 North Federal Highway, Fort Lauderdale, Florida 33306.

ARTICLE XI - INDEMNIFICATION

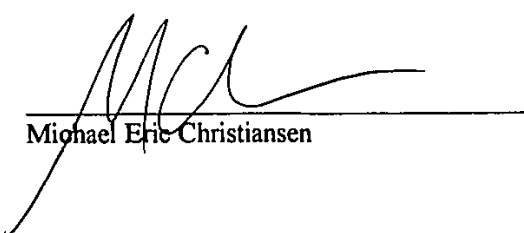
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - CONFLICTS OF INTEREST

No contract or other transaction between this corporation and any other corporation, an no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation; *provided* that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof. Any director of this corporation who is also a director or officer of such other corporation, who is so interested, may be counted in

determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation not so interested. If there shall be only one director of the corporation at the time any meeting of the Board of Directors of this corporation would otherwise be required to authorize any such contract or transaction, and if the vote or consent of such interested director may not, by statute, be counted to authorize, approve or ratify the said act, contract or transaction, then and in that event, a majority of the shareholders of the corporation shall be authorized and empowered to authorize, approve or ratify any such act, contract or transaction with the same full force and effect as if the same had been authorized.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of March, 1997.



Michael Eric Christiansen

STATE OF FLORIDA :
:SS
COUNTY OF BROWARD :

Personally appeared before me, the undersigned officer, duly authorized to administer oaths and take acknowledgments, MICHAEL ERIC CHRISTIANSEN, to me well known as the person described in and who executed and subscribed to the foregoing Articles of incorporation, and he acknowledged, before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 11th day of March, 1997.

My Commission Expires:



SUZANNE EILEEN OPATOW
MY COMMISSION # 06303623 EXPIRES
April 26, 1998
COMPOSED BY KIM TIGHE • THE JOURNAL, LLC

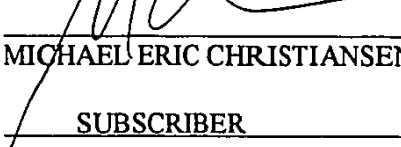


NOTARY PUBLIC, State of Florida

**Certificate Designating Place of Business or Domicile
for the Service of Process within Florida,
Naming Agent Upon Whom Process May Be Served.**

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

That VALUE DINING INCORPORATED, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Fort Lauderdale, has named MICHAEL ERIC CHRISTIANSEN, as resident agent, located at 2750 North Federal Highway, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.

SIGNATURE 
MICHAEL ERIC CHRISTIANSEN
TITLE SUBSCRIBER
DATE March 11, 1997

Having been named to accept service 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 
MICHAEL ERIC CHRISTIANSEN
DATE March 11, 1997

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA