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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1957 Seventy First St.

Miami Beach, FL

3 3 1 4 1

305-867-8999

Fax: 305-867-8777

April 10, 1997

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation
Kelly's Cajun Grill of Coral Gables, Inc.

100002142211--7
-04/14/97-01089-012
****140.00 ****140.00

Dear Sir,

Enclosed please find a check of \$140.00 which will cover the fees for filling and two (2) copies of Certificate of Status of the above corporation.

Please send the document to the following address at your earliest convenience.

Should you have any question, please let us know.

Sincerely Yours,

Hoi Sang Yung

Hoi Sang Yung
President
Kelly's Cajun Grill of Coral Gables, Inc.
1957 71st Street
Miami Beach, Florida 33141
Tel. (305) 867-8999

4/15/97

ARTICLES OF INCORPORATION

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OF

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KELLY'S CAJUN GRILL OF CORAL GABLES, INC.
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. - CORPORATE NAME

The name of the Corporation is KELLY'S CAJUN GRILL OF CORAL GABLES, INC.

ARTICLE II. - CORPORATE DURATION

The duration of the Corporation is perpetual, and the Corporate existence is to commence upon filing hereof, pursuant to F.S. Section 607.0203 (1991).

ARTICLE III. - PURPOSE AND POWERS

The general purposes for which the Corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to any other business of the Corporation.

ARTICLES IV. - CAPITALIZATION

The aggregate number of shares the Corporation is to issue is 500. Such shares shall be of a single class and shall have a par value of ONE Dollar (\$1.00) per share.

ARTICLE V. - REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the Corporation is 1957 71st Street, Miami Beach, Florida 33141 and the name of its initial registered agent at such address is HOI SANG YEUNG. The principal office and mailing address of the corporation is 1957 71st Street, Miami Beach, Florida 33141.

ARTICLE VI. - DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is one. The name and address of the person who is to serve as a member of the initial Board of Directors is as followings:

Hoi Sang Yeung
1957 71st Street
Miami Beach, Florida 33141

ARTICLE VII. - INCORPORATORS

The name and address of the incorporator is:

Hoi Sang Yeung
1957 71st Street
Miami Beach, Florida 33141

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation at , Florida on the
10th day of APRIL , 1997 .

Hoi Sang Yeung
HOI SANG YEUNG

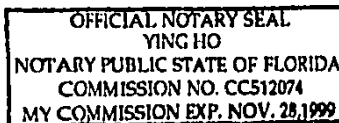
STATE OF FLORIDA:

SS.

COUNTY OF DADE :

10th The foregoing instrument was acknowledged before me this day of APRIL 1997 , HOI SANG YEUNG who is personally known to me and who did take an oath.

Ying Ho
Ying Ho, Notary Public
My commission expires: 11/28/1999



ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Hoi Sang Yeung
HOI SANG YEUNG