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1957 Seventy First St.

Miami Beach, FL

3 3 1 4 1

305-867-8999

Fax: 305-867-8777

April 23, 1997

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\*\*\*140.00 \*\*\*140.00

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

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

Dear Sir,

Enclosed please find a check of \$140.00 which will cover the fees for filing 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 Yeung*

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

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

4/25/97

ARTICLES OF INCORPORATION

FILED

OF

97 APR 24 AM 9:12

KELLY'S CAJUN GRILL OF BAYBROOK, INC.  
SECRETARY OF STATE  
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 BAYBROOK, 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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 APR 24 AM 9:12

FILED

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation at , Florida on the  
22ND day of APRIL , 1997 .

Hoi Sang Yeung  
HOI SANG YEUNG

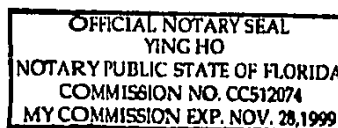
STATE OF FLORIDA:

SS.

COUNTY OF DADE :

The foregoing instrument was acknowledged before me this  
22ND 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