

SENT BY: Xerox Telecopier 7021 ; 4-28-97 ; 15:02 ;

4072415280 → Department of State: # 1

4/28/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

3:12

H97000038438

TO: FLORIDA DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: PROSKAUER ROSE GOETZ & MENDELSON
CONTACT: KATHY RASLER
PHONE: (407) 995-4751

ACCT#: 074673001063

FAX #: (407) 241-7145

NAME: THE BBQ-FRANCHISE COMPANY
AUDIT NUMBER.....H97000006905
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 5
CERT. COPIES.....1 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>: \$\$\$OFF

97 APR 29 AM 10:10
FBI - MIAMI

6 pages

[Signature]
4/30

407-922-4001

H97000006905 8

ARTICLES OF INCORPORATION
OF
THE BBQ FRANCHISE COMPANY

Article I

Name

The name of the corporation is The BBQ Franchise Company.

Article II

Duration

The corporation shall have perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business of the corporation shall be:

2255 Glades Road
Suite 110E
Boca Raton, Florida 33431

Debra P. Goldberg, Esq.
FL Bar No. 0101575
Proskauer Rose Goetz & Mendelsohn LLP
2255 Glades Road, Suite 340 W
Boca Raton, FL 33431
(561) 241-7400

H97000006905 8

97 APR 29 / 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

H97000006905 8

Article V

Capital Stock

The corporation is authorized to issue 1,000 shares of common stock, \$.01 par value per share.

Article VI

Initial Registered Office And Agent

The street address of the initial registered office of the corporation is 2255 Glades Road, Suite 110E, Boca Raton, Florida 33431 and the name of the initial registered agent of the corporation at that address is S. Bruce Wunner.

Article VII

Initial Board of Directors

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of the corporation is:

S. Bruce Wunner
2255 Glades Road
Suite 110E
Boca Raton, Florida 33431

Article VIII

Incorporator

The name and address of the person signing these Articles of Incorporation is:

S. Bruce Wunner
2255 Glades Road
Suite 110E
Boca Raton, Florida 33431

H97000006905 8

Article IX

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

H97000006905 8

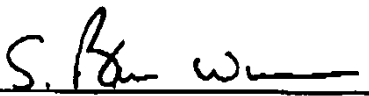
H97000006905 8

Article XII

Beginning of Corporate Existence

The corporate existence of this corporation shall begin on the date of filing of these Articles of Incorporation with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of April, 1997



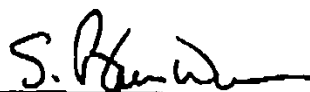
S. Bruce Wunner,
Incorporator

148490

H97000006905 8

H97000006905 8

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



S. Bruce Wunner,
Registered Agent
Dated: April 25, 1997

FILED
97 APR 29 AM 10:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

H97000006905 8