

P 97000039467



ACCOUNT NO. : 072100000032

REFERENCE : 352428 15798

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : May 2, 1997

ORDER TIME : 11:12 AM

ORDER NO. : 352428-005

7000002184127--2

CUSTOMER NO: 1579E

CUSTOMER: Ms. Kathleen Monday
FOLEY & LARDNER

P. O. Box 3391
100 North Tampa, Suite 2700
Tampa, FL 33602-5804

DOMESTIC FILING

NAME: LE BRASSERIE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

RECEIVED
97 MAY -2 PM 1:58
TALLAHASSEE, FLORIDA DIVISION OF CORPORATION

4

6 24 MAY - 2 1997

**ARTICLES OF INCORPORATION
OF
LE BRASSERIE, INC.**

FILED
97 MAY -2 PM 2:31
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, the undersigned incorporator of **Le Brasserie, Inc.**, a Florida corporation (the "Corporation"), hereby adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I
NAME AND ADDRESS**

The name of the Corporation is **Le Brasserie, Inc.** The Corporation's principal office and mailing address is 1721 West Fletcher Avenue, P.O. Box 2065, Tampa, Florida 33601.

**ARTICLE II
BUSINESS AND ACTIVITIES**

The Corporation may, and is authorized to, engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The Corporation is authorized to issue 1,000 shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV
PREEMPTIVE RIGHTS**

Each holder of shares of Common Stock of the Corporation shall be entitled to a preemptive right to subscribe to any additional issuances of Common Stock of the Corporation.

**ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's registered office is The Greenleaf Building, 200 Laura Street, Jacksonville, Florida 32203, and its agent for service of process at such office is F & L Corp.

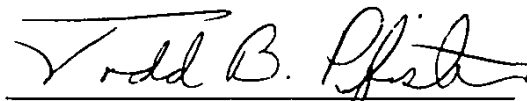
**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The number of the Directors constituting the initial Board of Directors of the Corporation is two (2). The number of Directors maybe increased or decreased from time to time, but in no event shall the number of Directors be less than two (2).

**ARTICLE VII
INCORPORATOR**

The name and address of the Corporation's incorporator is Todd B. Pfister, Esq., 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.

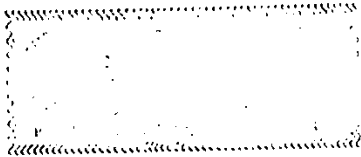
IN WITNESS WHEREOF, the undersigned incorporator of the Corporation has, in accordance with the Florida Business Corporation Act, executed these Articles of Incorporation as of this 1st day of May, 1997.



Todd B. Pfister, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 1st day of May, 1997, by Todd B. Pfister, who is known to me or who has produced a Florida drivers license as identification and who took an oath.



Brooke Passon
BROOKE PASSON
(print name)

Notary Public
My Commission Expires:

ACKNOWLEDGEMENT OF REGISTERED AGENT

The undersigned, having been designated to accept service of process for **Le Brasserie, Inc.** at the place indicated in the foregoing Articles of Incorporation, does hereby accept the appointment as registered agent and does hereby acknowledge that the undersigned is familiar with and accepts the obligations of such position as set forth in the Florida Business Corporation Act.

Executed this 1st day of May, 1997.

F & L Corp.

By: 

Martin A. Traber

