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Law Offices of  
DEAN L. WILLBUR, JR., P.A.  
240 Tenth Street  
West Palm Beach, Florida  
33401

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(561) 832-7773

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June 3, 1997

Secretary of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

200002202492--9  
-05/05/97--01023--013  
\*\*\*\*245.00 \*\*\*\*122.50

RE: The Restaurant Group, Inc., and University Restaurant Group, Inc.

Dear Sir/Madam:

Enclosed please find our check in the amount of \$245.00 to cover the fee for filing the above described corporations. After the corporations have been filed please forward certified copies to our office.

In the event you have any questions regarding this matter, please do not hesitate to contact our office.

Sincerely,

Staci I. Hughes  
Sec. to Dean L. Willbur, Jr.

/sih  
Enclosures

JUN 6 11:53

FILED  
97 JUN -5 AM 9:37  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
UNIVERSITY RESTAURANT GROUP, INC.**

**FILED**  
97 JUN -5 AM 9:37  
TALLAHASSEE FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to Chapter 607, of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation.

**ARTICLE ONE**

The name of the corporation shall be

**UNIVERSITY RESTAURANT GROUP, INC.**

**ARTICLE TWO**

This Corporation shall exist in perpetuity commencing on the date of the filing of these Articles of Incorporation by the Secretary of State.

**ARTICLE THREE**

This corporation is formed for the specific purpose of being engaged in every aspect and phase of the management, operation, development and marketing of entertainment and restaurant enterprises; and furthermore to engage in the transaction of any and all business permitted under the laws of the United States and the State of Florida.

**ARTICLE FOUR**

The aggregate number of shares which this corporation is authorized to issue shall be ONE THOUSAND. Such share shall be of a single class and shall have a par value of ONE DOLLAR per share, which shall be designated "Common Shares".

#### **ARTICLE FIVE**

The holders of record of the Common Shares shall be entitled to cash dividends when and as declared by the Board of Directors in the resolution authorizing such cash dividends.

#### **ARTICLE SIX**

The street address of the initial registered office, principal office, and mailing address of this corporation is 240 Tenth Street, West Palm Beach, Florida 33401. The name of the initial registered agent of this corporation is DEAN L. WILLBUR, JR.

#### **ARTICLE SEVEN**

The number of directors constituting the initial Board of Directors of this corporation shall be two. The number of directors may be increased or decreased from time to time by the By-Laws but shall never be less than one. The name and address of the person who is to serve as the initial Board of Directors is:

**DANIEL P. KEARNS  
3800 Galt Ocean Drive  
Fort Lauderdale, Florida 33304**

#### **ARTICLE EIGHT**

The name and address of the incorporator is:

**DANIEL P. KEARNS  
3800 Galt Ocean Drive  
Fort Lauderdale, Florida 33304**

#### **ARTICLE NINE**

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and shareholders.

**ARTICLE TEN**

The affirmative vote of two-thirds of the shares of this corporation, represented at a meeting at which a quorum is present, shall be required to amend these Articles of Incorporation so as to increase or decrease the authorized number of shares, or change the designations, preferences, qualifications, limitations and restrictions; or to merge or consolidate the corporation with or into any other corporation; or to sell, lease, or convey all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

**ARTICLE ELEVEN**


This corporation will indemnify any person who was or is a party or is threatened to be made a party to any suit or proceeding by reason of the fact that he is or was a director or officer of the corporation, against any and all expenses, judgments, and amounts paid in settlement incurred by her in connection with such action, suit or proceedings, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties.

  
\_\_\_\_\_  
DANIEL P. KEARNS

STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared DANIEL P. KEARNS known to me to be the persons described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above named person: KNOWN PERSONALLY and that an oath (was)(was not) taken.

Witness my hand and official seal in the County and State last aforesaid this 2 day of June, 1997.

  
\_\_\_\_\_  
Notary Signature:

Printed Notary Signature



FILED

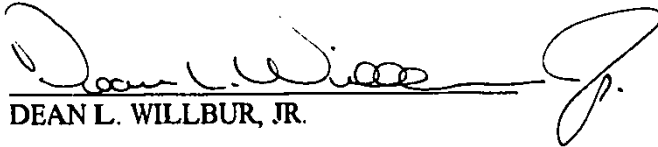
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TALLAHASSEE FLORIDA

**ACCEPTANCE OF REGISTERED AGENT**

I HEREBY CERTIFY that I am a permanent resident of Palm Beach County, Florida, residing at 240 Tenth Street, West Palm Beach, Florida 33401. I accept the foregoing designation of Registered Agent.

Dated at West Palm Beach, Florida on this 2 day of June, 1997.

  
DEAN L. WILLBUR, JR.