

ROSENTHAL ROSENTHAL RASCO
STOK DENBERG & WOLF

Kirk L. Dahlke
Michael B. Denberg
Keith R. Gaudioso
Jonathan E. Kanov
Adam D. Kaplan
Eduardo I. Rasco
Alan S. Rosenthal
Kerry E. Rosenthal
Robert A. Stok
Jorge Luis Wolf

Of Counsel
Jerome S. Hollo

Turnberry Plaza, Suite 500
2875 Northeast 191st Street
Aventura, Florida 33180
Telephone (305) 937-0300
Facsimile (305) 937-1311

P970000065382
July 23, 1997

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

800002246418--6
-07/24/97--01043--008
*****70.00 *****70.00

Re: CHICAGO'S BEST, INC.

Dear Sir/Madam:

Enclosed please find one original and one copy of the Articles of Incorporation for the above-referenced matter for filing. I have also enclosed a check in the amount of Seventy (\$70.00) Dollars representing your fee for same.

If you have any questions regarding the foregoing, please do not hesitate to contact me at (305) 937-0300. Thank you for your time and consideration in this matter.

ROSENTHAL ROSENTHAL RASCO
STOK DENBERG & WOLF

By:

ADAM D. KAPLAN
For the Firm

ADK/ccc
Enclosures

FILED
97 JUL 24 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2002
7/28/97

ARTICLES OF INCORPORATION

OF

CHICAGO'S BEST, INC.

FILED
97 JUL 24 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE:

The name of this corporation is: **CHICAGO'S BEST, INC.**

ARTICLE TWO:

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida, including but not limited to engaging the restaraunt and food service business.

ARTICLE THREE:

The aggregate number of shares which this corporation shall have authority to issue is ONE THOUSAND (1,000) shares of common stock, ONE (\$1.00) DOLLAR par value, shall be designated as "Common Shares".

ARTICLE FOUR:

Shareholders of this corporation shall have full preemptive rights to acquire unissued or treasury shares of the corporation.

ARTICLE FIVE:

The street address of the initial principal office of this corporation is:

2550 NE 201 Street, North Miami, Florida 33161

and the name and address of the Registered Agent of this corporation is:

Robert A. Stok, Esq.
Rosenthal Rosenthal Rasco Stok Denberg & Wolf
2875 NE 191 Street, Suite 500
Aventura, FL 33180

ARTICLE SIX:

This corporation shall have one (1) director to constitute its initial Board of Directors. The number of directors of the corporation may subsequently be increased or decreased from time to time according to the By-Laws of the corporation, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Dennis Gavigny
2550 NE 201 Street
North Miami, Florida 33161

ARTICLE SEVEN:

The name and address of the Incorporator of this corporation, who is the person signing these Articles is:

Robert A. Stok, Esq.
Rosenthal Rosenthal Rasco Stok Denberg & Wolf
2875 NE 191 Street, Suite 500
Aventura, FL 33180

ARTICLE EIGHT:

The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

NOW THEREFORE, the undersigned Incorporator has executed these Articles of Incorporation this 23 day of July, 1997.


Robert A. Stok, Esq. Incorporator

STATE OF FLORIDA)

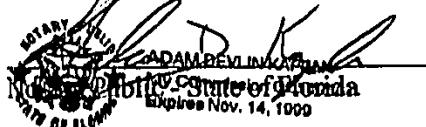
ss

COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared ROBERT A. STOK, ESQ., to me well known to be the person described as the Incorporator in and who, in my presence, executed the foregoing Articles of Incorporation, and who acknowledged before me that subscribed to those Articles of Incorporation.

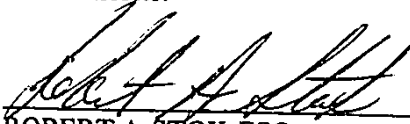
WITNESS my hand and official seal in the State and County above this 24 day of July, 1997.

My commission expires:


ADAM BENINK
Notary Public, State of Florida
Expires Nov. 14, 1999

ACCEPTANCE OF REGISTERED AGENT

I, ROBERT A. STOK, ESQ, the undersigned, having been designated as Registered Agent in the above and foregoing Articles of Incorporation of, do hereby accept such designation and agree to comply with the Laws of the State of Florida relative thereto.


ROBERT A. STOK, ESQ.
Registered Agent

FILED
97 JUL 24 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA