

8/04/97

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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: FRANZ & JOSEF'S IN THE GROVE, INC.

AUDIT NUMBER.....H97000012752

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....0

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

FRANZ & JOSEPH'S IN THE GROVE, INC.

The undersigned, subscribers to these Articles of Incorporation, natural persons, competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be FRANZ & JOSEPH'S IN THE GROVE, INC., and its street address shall be c/o Henry I. Smyler, Esq., 9130 South Dadeland Boulevard, Two Dattran Center, Suite 1704, Miami, Florida 33156.

ARTICLE II
PURPOSES

The purpose for which this corporation is formed and the business and objects to be carried on and promoted by it are as follows:

To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III
CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any time is 5,000 shares of common stock, having a nominal or par value of \$0.10 per share. The consideration to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than ten cents (\$0.10) per share or its equivalent. The initial capital with which the corporation shall begin business is Five Hundred and 00/100 Dollars (\$500.00).

HENRY I. SMYLER, ESQ.
9130 S. Dadeland Boulevard
Suite 1704, Two Dattran Centre
Miami, Florida 33156
(305) 670-2345
Florida Bar No. 169640

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ARTICLE IV
TERM

This corporation shall commence on the date of filing and shall have perpetual existence.

ARTICLE V
REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for this corporation shall be HENRY I. SMYLER, ESQ., and the Registered Office shall be located at 9130 South Dadeland Boulevard, Suite 1704, Two Datan Center, Miami, Florida 33156, or such other person or such other place as the Board of Directors shall from time to time direct, with appropriate notice being duly given to the Secretary of State in accordance with the law.

ARTICLE VI
DIRECTORS

This corporation shall not have less than one (1) nor more than five (5) directors, as set forth in the By-Laws. The name and street address of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, the By-Laws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified is:

FRANZ EISINGER
c/o Henry I. Smyler, Esq.
9130 South Dadeland Boulevard
Suite 1704, Two Datan Center
Miami, Florida 33156

ARTICLE VII
SUBSCRIBERS

The name and street address of the subscribers to these Articles of Incorporation is:

FRANZ EISINGER
c/o Henry I. Smyler, Esq.
9130 South Dadeland Boulevard
Suite 1704, Two Datan Center
Miami, Florida 33156

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ARTICLE VIII
SPECIAL PROVISION

Any action by the Directors of this corporation which is within their power taken at a meeting of such Directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all Directors as required by law or by the By-Laws of this corporation, if at anytime prior to, during, or subsequent to such meeting all Directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the Directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of such meeting shall have been given to all shareholders as required by law or in the By-Laws of this corporation, if at any time prior to, during, or subsequent to such meeting all shareholders shall execute a waiver of notice of such meeting, in writing, and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any State, county, or nation, or with any private organization,

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corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said Directors or wherever a greater vote is required by law or in the By-Laws by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders or wherever a greater vote is required by law or in the By-Laws by that vote.

ARTICLE IX
INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open for inspection by shareholders.

ARTICLE X
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation as permitted by law against all expenses and liability, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XI
TELEPHONE MEETING AUTHORIZED

Members of the Board of Directors or of any executive committee designated by the Board of directors in accordance with the law shall be deemed present at any meeting of the Board of Directors or executive committee as the case may be, if a conference by telephone or similar

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communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

ARTICLE XII
AMENDMENTS

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 4² day of August, 1997 in Miami, Dade County, Florida.

Franz J. Eisinger
FRANZ EISINGER

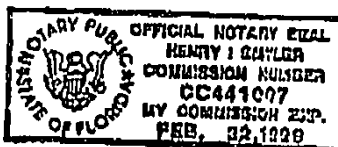
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared FRANZ EISINGER as incorporator of FRANZ & JOSEPH'S IN THE GROVE, INC. to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he signed and executed the same for the purposes therein set forth.

SWORN TO AND SUBSCRIBED before me this 4² day of August, 1997.

[Signature]
NOTARY PUBLIC STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES:



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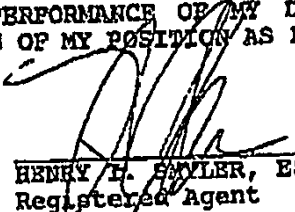
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that FRANZ & JOSEPH'S IN THE GROVE, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named HENRY I. SMYLER, ESQ. located at 9130 South Dadeland Boulevard, Two Datan Center, Suite 1704, Miami, Florida 33156, County of Dade, State of Florida, as its agent to accept service of process within the state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.


HENRY I. SMYLER, ESQ.
Registered Agent

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