

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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K2 Restaurant Group,
Inc.

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DIVISION OF CORPORATIONS

Signature _____

Requested by: DL

Name _____

Date 8/6

Time 8:30

Walk-In _____

Will Pick Up _____

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Name Reservation _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

RP
8-6-97

ARTICLES OF INCORPORATION

OF

K2 RESTAURANT GROUP, INC.

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DIVISION OF CORPORATIONS

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The undersigned incorporator, for the purpose of forming a corporation pursuant to the laws of the State of Florida, hereby signs and adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be:

K2 RESTAURANT GROUP, INC.

ARTICLE II - EXISTENCE

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by and with the Department of State and shall be perpetual.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

771 Village Boulevard - Store 211
West Palm Beach, Florida 33409

ARTICLE IV - PURPOSES

The Corporation may engage in any and all businesses and activities permitted by the laws of the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE V - SHARES

The maximum number of shares which the Corporation shall have the authority to issue shall be 1000 shares of common stock with a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and office is:

David A. Beale, Esq.
11894 Island Lakes Lane
Boca Raton, Florida 33498

ARTICLE VII - BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation. The names and street addresses of the first members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Address</u>
(1st) Robert B. Kimmel	771 Village Boulevard - Store 211 West Palm Beach, Florida 33409
(2 nd) Turgut Kaytmaz	200 Clematis Street West Palm Beach, FL 33401

ARTICLE VIII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
David A. Beale	One Boca Place - Suite 218A 2255 Glades Road Boca Raton, Florida 33431

The undersigned incorporator states that the foregoing is true and has executed these Articles of Incorporation this 30th day of July, 1997.

DAVID A. BEALE, Incorporator

By

David A. Beale
Signature

Sworn to and subscribed before me by David A. Beale (X who is personally known to me)
or (_____ who produced identification as follows _____)

Notary Public of the State of Florida:

Shirley A. Stevens
Signature

Notary Stamp or Commissioned Name of Notary:



My commission expires:

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DIVISION OF CORPORATE
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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Of

K2 RESTAURANT GROUP, INC.

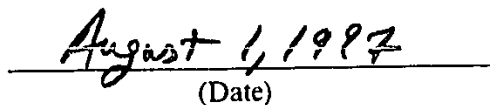
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **K2 RESTAURANT GROUP, INC..**
2. The name and address of the registered agent and office is:

David A. Beale, Esq.
11894 Island Lakes Lane
Boca Raton, Florida 33498

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.


David A. Beale


(Date)