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NAME: SUNDAYS ON THE BAY RESTAURANT, INC.

AUDIT NUMBER.....H97000013700

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

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 20, 1997

EMPIRE

SUBJECT: SUNDAYS ON THE BAY RESTAURANT, INC.
REF: W97000019302

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ARTICLES OF INCORPORATION
OF
SUNDAYS ON THE BAY RESTAURANT, INC.

The undersigned Incorporators sign the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of the corporation shall be:

SUNDAYS ON THE BAY RESTAURANT, INC.

ARTICLE II
TERM OF EXISTENCE

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

ARTICLE III
NATURE OF BUSINESS AND POWERS

The corporation may engage in any and all businesses and activities permitted by 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 IV
CAPITAL STOCK

Section 1.

The maximum number of stock that this corporation is authorized to have outstanding at any time is 10,000 shares of common stock, divided into two classes, the designation and par values of each such class being, as follows:

- A) 1,000 shares of Class A Common Capital Stock, having \$.01 par value; and

Document Prepared By:
Ivette Halphen Leon, Esq.
Florida Bar No.: 981834
Alayon & Peña, P.A.
2450 S.W. 137th Avenue, Suite 226
Miami, Florida 33175
(305) 221-2110

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B) 9,000 shares of Class B Common, Non-Voting Capital Stock, having \$.01 par value.

Section 2. All of said shares of both classes shall have equal preferences, limitations and relative rights, except that the Class B Non-Voting Capital Stock shall have no voting rights whatsoever, either individually or as a class.

ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial registered agent and street address of the initial registered office of the corporation shall be:

RICHARD A. ALAYON, ESQ.
Alayon & Peña, P.A.
2450 S.W. 137th Avenue
Suite 226
Miami, Florida 33175

ARTICLE VI
MAILING ADDRESS OF THE CORPORATION

The mailing address of the Corporation is the principal office of the Corporation as of the date of execution of these Articles, and is:

2450 S.W. 137th Avenue
Suite 226
Miami, Florida 33175

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have one directors initially. The name and address of the initial director of the corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

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JOSE MORE
% Richard A. Alayon, Esq.
2450 S.W. 137th Avenue
Suite 226
Miami, Florida 33175

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall never be less than one.

ARTICLE VIII
INCORPORATOR

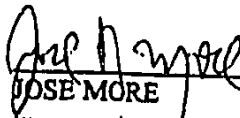
The name and address of the incorporator of the corporation is:

JOSE MORE
% 2450 S.W. 137th Avenue
Suite 226
Miami, Florida 33175

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporators, have executed the foregoing Articles of Incorporation this 19th day of August, 1997.

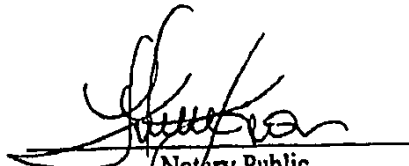

JOSE MORE
Incorporator

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STATE OF FLORIDA)
) SS:
 COUNTY OF DADE)

BEFORE ME, a Notary Public, personally JOSE MORE, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 19th day of August, 1997.


 Notary Public
 State of Florida at Large

My Commission Expires:



Nette Halphen Leon
 My Commission CC678268
 Expires Aug. 18, 2000

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of SUNDAYS ON THE BAY RESTAURANT, INC. the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.325.

Dated this 19th day of August, 1997.


 RICHARD A. ALAYON, ESQ.

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