



THE UNITED STATES
CORPORATION
COMPANY

P970000 77164

ACCOUNT NO. : 072100000032

REFERENCE : 519501 4303929

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 122.50

ORDER DATE : September 5, 1997

ORDER TIME : 10:43 AM

ORDER NO. : 519501-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Jazmine Roman
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

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FILED
97 SEP - 5 PM 4:07
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: JOE SCHMOE'S (ALL YOU CAN EAT)
RESTAURANT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS: _____

SN SEP - 5 1997

3

ARTICLES OF INCORPORATION

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OF

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JOE SCHMOE'S (ALL YOU CAN EAT) RESTAURANT, INC.

SECRET
STATE OF FLORIDA

ARTICLE I

The name of the corporation is JOE SCHMOE'S (ALL YOU CAN EAT) RESTAURANT, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 850 Ives Dairy Road at the California Club Mall Unit # T-2 and T-66/T-67, Miami, Florida 33179.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is Joanna Iglesias.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least two directors, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Miriam Sosa
11771 Stonehaven Way
West Palm Beach, Florida 33412

Sorin Rafailovite
700 Biltmore Way #610
Coral Gables, Florida 33134

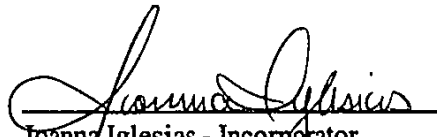
ARTICLE VII

The name of the Incorporator is Joanna Iglesias and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

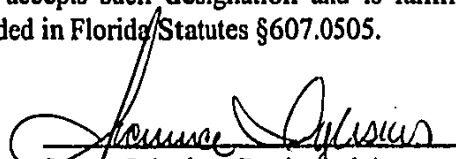
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 32 day of September, 1997.


Joanna Iglesias - Incorporator

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of JOE SCHMOE'S (ALL YOU CAN EAT) RESTAURANT, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


Joanna Iglesias - Registered Agent

Dated: September 3, 1997