

P970000 86698

AMERICAN ACCOUNTING GROUP.

Post Office Box 6282
Delray Beach, Florida
Telephone: (561)-276-5246 Fax: (561)-852-0407

Guy M. Gray P.A., CFE

October 1, 1997

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-10/06/97--01016--016
****122.50 ****122.50

Secretary of State
State of Florida
Division of Corporations
Filing Section
Post Office Box 6327
Tallahassee, Florida 32314

Ref: Pacific Grill Inc.

Dear sirs:

Enclosed please find Articles of Incorporation for the subject company, together with a check in the amount of \$122.50, to cover cost of incorporation and certified copy.

Please return a stamped original and a Certificate of incorporation to the incorporator, at the following address:

Chang Yee Mo
9580 Tavernier Drive
Boca Raton, Florida
33496

Thank you for your kind co-operation in this matter.

Sincerely your,

Guy M. Gray

Guy Gray

Dmc
10/1/97

Guy Gray GAVE

AUTHORIZATION BY PHONE TO

add the registered office
CORRECT

DATE *10/9/97*

DOC. EXAM. *Dmc*

FILED
97 OCT -6 AM 7:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

PACIFIC GRILL, INC.

FILED
97 OCT -6 AM 7:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be

PACIFIC GRILL, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of this business and the objects and purposes proposed to be transacted, promoted and carried on are to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, namely:

(A) Engage in any activity or business permitted under the laws of the United States and of this state. This includes but is not limited to the operation of a full-service restaurant and bar, catering and prepared food take-out business.

(B) For itself or as agent or correspondent for others to

deal in stocks, bonds, commercial paper, mortgages and other securities, to manage estates and properties, and to conduct a general trading company and a general real estate and rental business, including the buying, selling, leasing, improving and dealing in lands and tenements, and the construction and selling of houses and buildings. The corporation may take, acquire and hold stock in any other corporation, as well as to purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire and deal in and with the real and personal property of every name and nature, including stocks and securities of other corporations, and to loan money and take securities for the payment of all sums due the corporation, and to sell, assign and release such securities.

(C) To build upon or in any other manner improve real estate in which this corporation has any interest whatsoever,

(D) To lend money secured by mortgage or other security or without security, for itself or on a commission basis for others; to borrow money for the purpose of investment or for any of the purposes of this corporation, and to issue bond, debentures, notes or other obligations therefor, and to secure the same by pledge or mortgage of the whole or any part of the real estate or personal property of this corporation, or to issue bonds, debenture stocks, notes or other obligations without any such security; to accept and execute any and all agencies with respect to investment of money, the sale of real and/or personal property, and the collection and receipts of the proceeds thereof

legal and lawful business.

(E) To buy, sell, trade or deal in any kind of goods, wares and merchandise.

(F) To organize or cause to be organized under the laws of the State of Florida or of any other state, district, territory, province or government, a corporation or corporations for the purpose of accomplishing any or all of the objects for which this corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such organization or corporation, or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

(G) To purchase, hold, sell, exchange or transfer, or otherwise deal in shares of its own capital stock, bonds or other obligations from time to time to such an extent and in such manner and upon such terms as its Board of Directors shall determine, provided, however, that shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

(H) No contract or other transaction entered into by the corporation shall be affected by the fact that any Director of the corporation in any way is interested in or connected with any party to such contract or transaction, or is party to such contract or transaction if the same shall be approved by a majority of the directors present at the meeting of the Board or of the Committee authorizing or confirming said contract or

exercise all of the rights, powers and privileges which are now, or which may hereafter be conferred upon corporations organized under the same statutes as this corporation.

(J) To engage in or conduct any lawful business permitted by the laws and statutes of the State of Florida.

The foregoing clauses shall be construed as objects and powers; and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation, and it is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article II of these Articles of Incorporation shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to or inference under the terms of any other clauses or paragraphs of this Article, or of any other Articles of these Articles of Incorporation, but that each of the purposes, objects and powers specified in this Article, and each of the Articles or paragraphs of these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

ARTICLE III

CAPITAL STOCK

The authorized capital stock of the corporation shall be: 1000 shares at \$1.00 par value.

All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; labor or services may be purchased or paid for with the capital stock at a just

ARTICLE IV

CORPORATE EXISTENCE

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The corporation shall have a principal place of business and shall have the privilege of having branch offices within the State of Florida, and within or without the United States of America. Initially, the principal place of business of the corporation shall be 9580 Tavernier Drive, Boca Raton, Florida 33496.

ARTICLE VI

BOARD OF DIRECTORS

The business of the corporation shall be managed, and its corporate powers exercised, by a Board of not less than one nor more than three directors. The exact number shall be established by the By-Laws, provided that the initial Board of Directors shall consist of three members. The acts of the majority of the Directors at a meeting where a quorum is present shall be the act of the Board of Directors. Directors' meetings may be held within or without the State. The Directors may, by resolution, designate an Executive Committee, and members of the Board of Directors or an Executive Committee shall be deemed present at a meeting of such Board or Committee if a telephone conference, or similar communication equipment, by means by which all persons

ARTICLE VII
OFFICERS

The officers of this corporation shall consist of a President, vice president, secretary and treasurer, and such other officers and agents as may be provided for by the by-laws of this corporation who shall be chosen, serve for such term and have such duties as may be prescribed by such by-law. any of said offices may be combined.

ARTICLE VIII
INTERNAL OFFICERS AND DIRECTORS

The name and street addresses of the first board of directors and officers of the corporation who shall hold office for the first year or until their successors are chosen shall be:

Mr. Chang Yee Mo, President and Secretary
9580 Tavernier Drive
Boca Raton, FL. 33496

Mr. Ching Ling Chan, Vice President and Treasurer
3545 Magellan Circle, Apt 357
North Miami, FL. 33180

ARTICLE IX
SUBSCRIBERS

The names and street addresses of each subscriber and the number of the shares of stock which each agrees to take, and the consideration thereof, is as follows:

Chang Yee Mo (adr same as above)	500 shares.
Ching Ling Chan (adr same as above)	500 shares.

ARTICLE XI

INDEMNIFICATION

Each Director and Officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a part by reason of his being or having been made a director or officer of the corporation (said expenses to include attorneys' fees and costs or reasonable settlements made with a view of curtailment of costs of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a director or officer may be entitled under any regulations, agreements, vote of stockholders, or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such director or officer.

ARTICLE XII

AMENDMENT TO ARTICLES

The corporation reserves the right to amend, alter or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by the Statutes of the State of Florida, and all rights and powers conferred on directors,

ARTICLE X

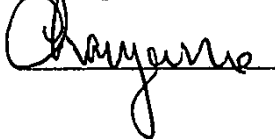
RESTRICTIONS ON SALE OR TRANSFER OF STOCK

The corporation and/or shareholders of the corporation may enter into any agreement restricting the sale or transfer of shares of stock in this corporation which is authorized under the laws of Florida. The By-Laws of the corporation may contain any restrictions on the sale or transfer of shares of stock in this corporation which are authorized under the laws of Florida.

Included in the notice of the meeting or is such notice is waived in writing by all of the stockholders entitled to vote thereon.

In witness of the foregoing, we have hereunto set our hands and seals this 2 day of October, 1997.

Chang Yee Mo



Ching Ling Chan,



State of Florida
county of Palm Beach

Before me, the undersigned authority, personally appeared Change Yee Mo, who, being first duly sworn, says that they have executed the above and foregoing instrument for the purpose therein stated.

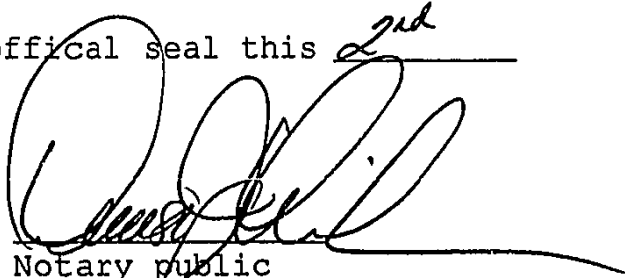
Witness my hand and official seal this 2nd day of October, 1997.



DENISE JILL LIBOW
My Comm Exp. 7/24/98
Bonded By Service Ins
No. CC394849

() Personally Known

() Over L.D.



Notary public
State of Florida at large
My commission expires:

FILED
97 OCT -6 AM 7:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

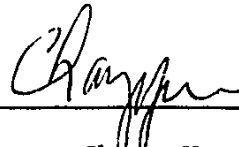
First - That Pacific Grill, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Boca Raton, Florida, has named Chang Yee Mo as its agent to accept service of process with this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

The registered office shall be:

9580 Tavernier Drive
Boca Raton, Florida 33496



Chang Yee Mo