

P 97000087362

CARLOS J. BERROCAL*
ROBERT W. WILKINS***
JANE S. HUNSTON**
WILLIAM E. WARDLE, JR.

*ALSO ADMITTED IN DISTRICT OF COLUMBIA
**ALSO ADMITTED IN NEW YORK
***ALSO ADMITTED IN OHIO & COLORADO
*BOARD CERTIFIED CIVIL TRIAL LAWYER
*BOARD CERTIFIED REAL ESTATE ATTORNEY
*BOARD CERTIFIED BUSINESS LITIGATION LAW

BERROCAL & WILKINS
A PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW
AMERICA PLAZA
SUITE 310
1070 EAST INDIANTOWN ROAD
JUPITER, FLORIDA 33477-5111
TEL: (561) 746-7455
FAX: (561) 746-6933

ROYAL PALM FINANCIAL CENTER
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759 SOUTH FEDERAL HIGHWAY
STUART, FLORIDA 34994
TEL: (561) 219-0802
FAX: (561) 219-4360
E-MAIL/WEBSITE
contact@berrocal.com
www.berrocal.com

September 29, 1997

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****122.50 ****122.50

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation for
DORIAN GRAY, INC.
Our File No. 1648-Umek

Ladies:

Enclosed please find the original, plus one copy, of the Articles of Incorporation for the above-referenced corporation. We would appreciate your filing the original with your office and forwarding a certified copy back to our office.

In support of our request, we have enclosed our check in the amount of \$122.50, payable to THE DEPARTMENT OF STATE, which represents the following charges:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Designation	35.00
Total	\$122.50

Thank you for your assistance in this matter. Please do not hesitate to contact me should you have any questions.

Sincerely,

625.
W97-22573

Betty Bowie
Betty Bowie
Legal Assistant to
Carlos J. Berrocal

Enclosures

[f:\1648\articles.ltr]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -9 PM 2:50

10/9/97

CARLOS J. BERROCAL¹
ROBERT W. WILKINS^{2,4}
JANE S. HUNSTON^{3,4}
WILLIAM E. WARDLE, JR.
*

¹ALSO ADMITTED IN DISTRICT OF COLUMBIA
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October 6, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation for
DORIAN GRAY, INC.
Our File No. 1648-Umek

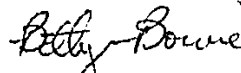
Ladies:

Enclosed please find your letter of October 2, 1997 as well as the original, plus one copy, of the Articles of Incorporation for the above-referenced corporation. We have substituted a corrected page 1. Please excuse our typographical error. We would appreciate your filing the original with your office and forwarding a certified copy back to our office.

In support of our request, we have previously delivered our check in the amount of \$122.50, payable to THE DEPARTMENT OF STATE.

Thank you for your assistance in this matter. Please do not hesitate to contact me should you have any questions.

Sincerely,



Betty Bowie
Legal Assistant to
Carlos J. Berrocal

Enclosures

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -9 PM 2:50



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -9 PM 2: 50

October 2, 1997

BERROCAL & WILKINS, P.A.
ATTN: BETTY BOWIE
1070 EAST INDIANTOWN ROAD #310
JUPITER, FL 33477-5111

SUBJECT: DORIAN GRAY, INC.
Ref. Number: W97000022573

We have received your document for DORIAN GRAY, INC.. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 797A00048547

ARTICLES OF INCORPORATION

OF

DORIAN GRAY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -9 PM 2:50

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is DORIAN GRAY, INC.

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in restaurant business, and any other activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares of Common Stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE V - AUTHORITY TO ISSUE WARRANTS

The corporation is hereby expressly authorized and empowered, by resolution of its Board of Directors, to create and issue, whether or not in connection with the issue and sale of any shares or other securities of the corporation, rights or options entitling the holders or owners thereof to purchase or acquire from the corporation any shares of any class or series of other securities,

whether now or hereafter authorized. These rights or options shall be evidenced by or in such warrants or other instruments as shall be approved by the Board of Directors. The terms upon which the rights or options may be exercised, may be limited or unlimited in duration, and the price or prices at which, any such shares or other securities may be purchased or acquired from the corporation upon the exercise of any such rights or options shall be such as shall be fixed in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and set forth or incorporated by reference in the warrants or other instruments evidencing such rights or options, and as shall be permitted by law. The Board of Directors is hereby authorized and empowered to authorize the creation and issue of any such right or options and any such warrants or other instruments from time to time. Any and all shares which may be purchased or acquired or issued upon the exercise of any such right or option shall be deemed fully paid and not liable to any further call or assessment, or partly paid or liable to further call or assessment, as the terms of the warrants or other instruments evidencing such rights or options shall provide. Except as otherwise provided by law, the Board of Directors shall have full power and discretion to prescribe and regulate from time to time the procedure to be followed in, and all other matters concerning, the creation, issue, and exercise of any such rights and options and such warrants or other instruments, and the setting aside of shares or other securities for the purpose thereof, and the issuance of such shares or other securities upon the exercise thereof.

ARTICLE VI - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

ARTICLE VII - PRINCIPAL PLACE OF BUSINESS, INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is VICTOR UMEK and the name of its initial registered agent at that address is 351 U.S. Highway One, Jupiter, FL 33477. The principal place of business shall also be at that same address.

ARTICLE VIII - DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is 1. The name(s) and address(es) of persons who are to serve as directors until the first annual meeting of shareholders, or until his/her or their successors are elected and qualified, (is) are:

<u>Name</u>	<u>Address</u>
Victor Umek	351 U.S. Highway One Jupiter, FL 33477
Javier Filippelli	3651 Thompson Road Lake Mary, FL 32746

ARTICLE IX - INCORPORATOR

The name(s) and address(es) of the incorporator(s) is/are:

<u>Name</u>	<u>Address</u>
Victor Umek	351 U.S. Highway One Jupiter, FL 33477

ARTICLE X - COMMON DIRECTORS

TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to

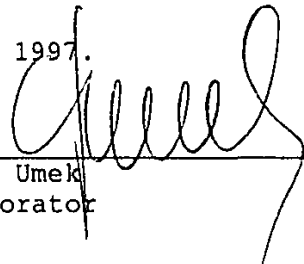
the corporation. Such contracts or transactions shall include, but not be limited to, the payment of salaries or other compensation pursuant to agreement or duly ratified minutes or bylaws of the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

ARTICLE XI - BYLAWS

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

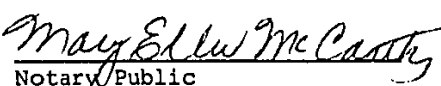
DATED THIS 29th day of September, 1997.



Victor Umek
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 29th day of September, 1997, by VICTOR UMEK, who is personally known to me ~~or has produced~~ as identification and [did/did not] take an oath.



Notary Public
My Commission Expires:



Mary Ellen McCarthy
MY COMMISSION # CC622070 EXPIRES
January 2, 2000
BONDED THROUGH FARM INSURANCE, FID.

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

In compliance with the Florida Statutes, the following is submitted:

DORIAN GRAY, INC., a Florida Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named

Agent

Address

Victor Umek

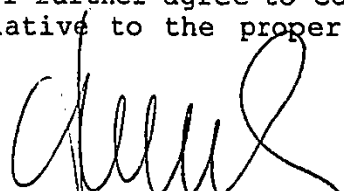
351 U.S. Highway One,
Jupiter, FL 33477

as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

ACKNOWLEDGEMENT AND ACCEPTANCE

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

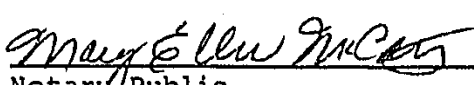
DATE: September 29, 1997.



Victor Umek
Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 29 day of September, 1997, by Victor Umek, who is personally known to me ~~or has produced~~ _____ as identification and [did/did not] take an oath.



Notary Public
My Commission Expires:

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