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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: PRIME RIB OF MIAMI, INC.

AUDIT NUMBER.....H97000019389

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

CERT. OF STATUS...1

PAGES.....3

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ARTICLES OF INCORPORATION

OF

PRIME RIB OF MIAMI, INC.

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be:

PRIME RIB OF MIAMI, INC.

The address of the principal office of this corporation shall be: 848 Brickell Avenue, Suite 830, Miami, Florida 33131, and the mailing address of the corporation shall be the same.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Prepared by:
Miguel A. Martin, Esq.
848 Brickell Avenue, Suite 830
Miami, FL 33131
(305) 374-4422
FBN# 0776114

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ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV

REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 848 Brickell Avenue, Suite 830, Miami, Florida 33131, and the name of the initial registered agent of the corporation at that address is Miguel A. Martin, Esq.

ARTICLE V

EXISTENCE

The Association shall have perpetual existence.

ARTICLE VI

DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Luigi Arca
122 Palermo Avenue
Coral Gables, Florida 33134

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ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:
Miguel A. Martin, Esq., 848 Brickell Avenue, Suite 830, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned Miguel A. Martin, has hereunto set his hand
on this 20th day of November, 1997.

By: _____

Miguel A. Martin, Esq.

**ACCEPTANCE OR REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Miguel A. Martin, having been designated as the Registered Agent in the above and
foregoing Articles, is familiar with, and accepts the obligations of the position of Registered
Agent under Section 607.0505. of the Florida Statutes.

By: _____

Miguel A. Martin, Esq.

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