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LAW OFFICE
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November 19, 1997

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

500002353675
-11/21/97-01019-0193
****122.50 ****122.50

Re: Dimakos Restaurants, Inc.

Dear Sir:

Enclosed please find two original copies of Articles of Incorporation for Dimakos Restaurants, Inc. Also enclosed is a check in the amount of \$122.50 for the filing fees.

Please file the Articles and return one of the copies thereof to me together with your Certificate.

Thank you for your assistance. If you have any questions regarding this matter, please let me know.

Sincerely yours,

Charles D. Barnett

Charles D. Barnett

Enclosure

FILED
97 NOV 21 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TM-11/25/97

ARTICLES OF INCORPORATION
OF
DIMAKOS RESTAURANTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

1. The name of the corporation is Dimakos Restaurants, Inc. ("Corporation").
2. The mailing address and principal office address of the Corporation is 500 Australian Avenue South, Suite 800, West Palm Beach, FL 33401.
3. The period of its duration is perpetual, unless sooner dissolved.
4. The date and time of the commencement of the corporate existence shall be the time of filing of Articles of Incorporation by the Department of State.
5. The general purpose or purposes for which the Corporation is organized are to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida Business Corporation Act.
6. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 2,000, of which 1,000 shares shall be Class B common stock (hereinafter called the "Class B Common Stock"), having a \$.01 par value per share and 1,000 shares shall be Class A common stock (hereinafter called the "Class A Common Stock"), having \$.01 par value per share.

A. The designations, voting powers, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions of the Class B Common Stock are as follows:

(1) The Class B Common Stock shall have no voting rights, but the owners thereof shall have all other rights which the owners of shares of Class A Common Stock shall have.

B. The Class A Common Stock shall have all voting rights and the owners thereof shall have such other rights as they may be entitled to by law. Included among the rights which the owners of the shares of Class B Common Stock and Class A Common Stock shall have are:

(1) The right to receive dividends when and as declared by the Corporation's Board of Directors, share per share with each other;

(2) The right to share equally and ratably with each other the corporate assets available therefor upon the dissolution and liquidation of the Corporation.

7. The street address of the initial registered office of the Corporation is 500 Australian Avenue South, Suite 800, West Palm Beach, Florida 33401, and the name of its initial registered agent at such address is Charles D. Barnett.

8. The affairs and business of the Corporation are to be conducted (a) by a Board of Directors of such number as the shareholders may select at each annual meeting of shareholders; (b) by a President, who shall be elected by the Board of Directors at such time and in such manner as the Board of Directors may select; and (c) by such other officers, assistant officers and agents as the Board of Directors may authorize the President of the Corporation to appoint.

The first Board of Directors consisting of one director, who shall serve until the first annual meeting of shareholders or until his successor(s) is elected and qualifies, is as follows:

Efstratios Dimakos
Highway 10 South
Markdale, Ontario N0C 1H0, Canada

9. The name and address of the incorporator is:

Charles D. Barnett
500 Australian Avenue South
Suite 800
West Palm Beach, Florida 33401

DATED: November 19, 1997, at West Palm Beach, Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


CHARLES D. BARNETT

CHARLES D. BARNETT, having been designated to act as Registered Agent, hereby agrees to act in this capacity.


CHARLES D. BARNETT