

P97000101461

SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.  
54 S.W. BOCA RATON BOULEVARD  
BOCA RATON, FL 33432-4708

EDWARD B. COHEN  
PAULA S. GOLD (RETIRED)  
MICHAEL I. KOTLER \*\*  
ALLAN H. SCHWARTZ  
RONALD M. ZAKARIN \*  
GREGG H. GLICKSTEIN, OF COUNSEL

\* ALSO ADMITTED IN DISTRICT OF COLUMBIA  
AND NEW YORK  
\*\* ALSO ADMITTED IN DISTRICT OF COLUMBIA  
AND PENNSYLVANIA

NEW YORK OFFICE  
1128 NORTHERN BLVD.  
MANHASSET, NEW YORK 11030

BOCA RATON (561) 361-9600  
FAX (561) 361-9770

November 25, 1997

VIA CERTIFIED MAIL RECEIPT #P 113 710 672

900002359869--2  
-12/01/97--01169--026  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

RE: FATHER & SON RESTAURANTS, INC.

Dear Sir/Madam:

Enclosed please find our law firm's check in the amount of \$122.50 for the filing of the enclosed Articles of Incorporation and Designation of Registered Agent on the above named corporation.

Kindly mail the Articles once filed to Schwartz, Gold, Cohen, Zakarin & Kotler, P.A. at the above address to the attention of Cheryl. I have enclosed a self-addressed stamped envelope for your convenience in returning the document. Thank you in advance.

Very truly yours,

SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.

By: Cheryl R. Clare  
Cheryl R. Clare, Legal Assistant

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 1 PM 2:32

/crc  
Enclosures

FAWS2000\DOCUMENT\CHERYL\A-FORMS\FORM.INC\SECT-1T.ART

12-2-97  
W5

**ARTICLES OF INCORPORATION**  
**OF**  
**FATHER & SON RESTAURANTS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC - 1 PM 2:32

**ARTICLE I**

**NAME**

The name of this corporation is  
**FATHER & SON RESTAURANTS, INC.**

**ARTICLE II**

**PURPOSE**

This corporation is organized for the following purposes:

1. To own and operate restaurants.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him/her from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of

directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

#### **ARTICLE IV**

##### **TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

#### **ARTICLE V**

##### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is **6400 Congress Avenue, Suite 200A, Boca Raton, Florida 33487**. The initial registered agent of this corporation is **DOMINIC A. POLIMENI** with his address at **6400 Congress Avenue, Suite 200A, Boca Raton, Florida 33487**. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

#### **ARTICLE VI**

##### **INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) Directors, initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

**DOMINIC A. POLIMENI** 6400 Congress Avenue  
Suite 200A  
Boca Raton, Florida 33487

**DEAN A. POLIMENI** 6400 Congress Avenue  
Suite 200A  
Boca Raton, Florida 33487

ARTICLE VII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles is:

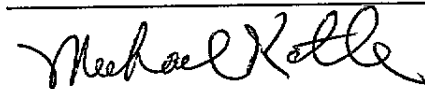
**DOMINIC A. POLIMENI**  
6400 Congress Avenue, Suite 200A  
Boca Raton, Florida 33487

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of November 1997.

  
DOMINIC A. POLIMENI

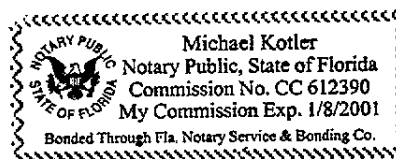
STATE OF FLORIDA            )  
  )ss.  
COUNTY OF PALM BEACH )

Sworn to and subscribed before me this 24 day of November 1997, by **DOMINIC A. POLIMENI**, who is personally known to me (or who has produced \_\_\_\_\_ as identification) and who did take an oath.



Notary Public, State of Florida

(SEAL)



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR 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 **FATHER & SON RESTAURANTS, INC.**, is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Boca Raton, County of Palm Beach, State of Florida has named **DOMINIC A. POLIMENI**, located at **6400 Congress Avenue, Suite 200A, Boca Raton, Florida 33487**, its agent to accept service of process within 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 provision of said act relative to keeping open said office.

  
**DOMINIC A. POLIMENI**  
(Registered Agent)

FAWS2000\DOCUMENT\CHERYL\POLIMENI\FATHER.SON\ARTICLE.CRT

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -17 PM 2:32