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ACCOUNT NO. : 072100000032

REFERENCE : 621986 4303929

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : December 4, 1997

ORDER TIME : 9:40 AM

ORDER NO. : 621986-005

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CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
21st Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: NGUYEN'S SAIGON BISTRO
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (1) CERTIFIED COPY
XX (1) PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

RECEIVED
97 DEC -4 AM 10:46
DIVISION OF CORPORATION

FILED
97 DEC -4 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 12/4/97

ARTICLES OF INCORPORATION

OF

NGUYEN'S SAIGON BISTRO CORPORATION

FILED

97 DEC -4 PM 2: 07

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I

The name of the corporation is NGUYEN'S SAIGON BISTRO CORPORATION, (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 621 N.W. 193 Avenue, Pembroke Pines, Florida 33029.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, Suite 2100, City of Miami, County of Dade, State of Florida 33131 and the name of its initial registered agent at such office is Marshall R. Pasternack.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is four (4), and the

names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Mimi Nguyen-Garcia
621 N.W. 193 Avenue
Pembroke Pines, FL 33029

Phuoc Ngoc Nguyen
621 N.W. 193 Avenue
Pembroke Pines, FL 33029

Hali Ngoc Nguyen
621 N.W. 193 Avenue
Pembroke Pines, FL 33029

Hieu Ngoc Nguyen
621 N.W. 193 Avenue
Pembroke Pines, FL 33029

ARTICLE VII

The name of the Incorporator is Marshall R. Pasternack and the address of the Incorporator is 1221 Brickell Avenue, Suite 2100, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 3rd day of December, 1997.



Marshall R. Pasternack, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of NGUYEN'S SAIGON BISTRO CORPORATION hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Marshall R. Pasternack

Dated: December 3, 1997

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TALLAHASSEE, FLORIDA