

P9700010 8548

Luis Leon
7706 W. Hillsboro Ave.
Tampa, Fl. 33615

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-12/05/97--01091--013
*****70.00 *****70.00

- FLORIDA DEPARTMENT OF STATE
- Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Attention: Sandra B. Mortham, Director

Dear Ms. Mortham,

Enclosed are the completed Articles of Incorporation for
RESTAURANT MANAGEMENT INC.

together with my check in the amount of \$70.00 covering the
required filing fees. Please file said Articles.

Sincerely,

Luis Leon
X Luis Leon

97 DEC 29 AM 8:24
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FILED

W97.274/31

BB, 2/30/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 9, 1997

LUIS LEON
7706 W. HILLSBORO AVE.
TAMPA, FL 33615

SUBJECT: RESTAURANT MANAGEMENT INC.
Ref. Number: W97000027431

We have received your document for RESTAURANT MANAGEMENT INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 897A00057930

New Name we called & got
Confirmation That New Name CAN
Be - Restaurant Enterprises & MANAGEMENT
INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

I, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of immunities and liabilities of Corporations for profit.

ARTICLE I - NAME

The name of the Corporation shall be:

~~RESTAURANT MANAGEMENT, INC.~~
Restaurant Enterprises & Management Inc.

ARTICLE II - DURATION

This Corporation shall exist perpetually, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE III- PURPOSE

The Corporation may engage in any activity or business under the laws of the United State and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,000 shares of \$1.00 par value common stock, which should be designated "Common Shares."

ARTICLE V - CAPITAL

The amount of capital with which the Corporation will begin business shall be \$100.00.

ARTICLE VI- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

7706 W. Hillsboro Ave.
Tampa, Florida 33615

The name of the initial registered agent of this Corporation at that address is:

Luis Leon

ARTICLE VII

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it shall never be less than one.

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors are as follows:

Luis Leon
7706 W. Hillsboro Ave.
Tampa, Florida 33615

ARTICLE IX - INCORPORATORS

The names and addresses of the initial subscribers signing these Articles are as follows:

Luis Leon
7706 W. Hillsboro Ave.
Tampa, Florida 33615

ARTICLES X- BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and Shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following persons in the amounts set opposite their names:

Luis Leon - 1000 Shares.

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLES XII. - ADOPTION OF BYLAWS

A special meeting of the subscribers or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the Corporation and the adoption of the bylaws and the transaction of such other business as may come before the meeting.

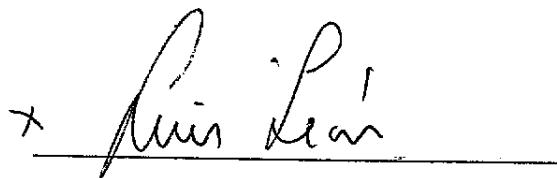
ARTICLE XIII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XIV - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions and conditions of Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed our seals to these Articles of Incorporation, on this _____ day of _____


R. M. Lee

STATE OF FLORIDA
COUNTY OF: Hillsboro

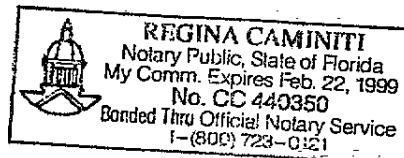
BEFORE ME, the undersigned authority, personally appeared,

Luis Leon

who, being first duly sworn, deposes and says that he is the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same for the purpose therein expressed.

WITNESS my hand and official seal in the above named
County and State this 26TH day of NOV. 1997

Regina Caminiti
Notary Public, State of Florida
My Commission Expires:



X

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICES OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the
following is submitted.

~~RESTAURANT MANAGEMENT INC.~~
Restaurant Enterprises Management, Inc.

desiring to organize under the laws of the State of Florida
with it's principal office as indicated in the Articles of
Incorporation at:

7706 W. Hillsboro Ave.
Tampa, Florida 33615

County of Hillsboro, State of Florida, has named

Luis Leon

at that address, as its agent to accept service of process
within this State.

ACKNOWLEDGEMENT:

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 agree
to comply with the provision of said Act relative to keeping
open said office.

X Luis Leon

SECRETARY OF STATE
TENNESSEE, FLORIDA

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97 DEC 29 AM 8:24