

J. DANIEL BREDE

Professional Association  
Attorney at Law

Suite 201, East Building  
1900 Corporate Blvd., N.W.  
Boca Raton, FL 33431

(561) 241-8996

FAX (561) 241-7859

March 5, 1998

Florida Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

600002449346--6  
-03/06/98--01068--016  
\*\*\*\*122.50 \*\*\*\*122.50

Re: GUEST RESTAURANTS, INC.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the captioned corporation. Also enclosed is a check in the amount of \$122.50 to cover fees as follows:

Filing fee	\$ 35.00
Resident agent fee	35.00
Certified copy	52.50
	\$ 122.50

Please direct the certified copy of the Articles and any questions to the undersigned at the above address.

Sincerely yours,

J. DANIEL BREDE

JDB/plf  
Enclosures

8616/8  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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ENCLOSURE

ARTICLES OF INCORPORATION  
OF

GUEST RESTAURANTS, INC.

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation for profit under the provisions of Chapter 607 of the Florida Statutes.

ARTICLE I

The name of this corporation is GUEST RESTAURANTS, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida Business Corporation Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the corporation shall have the authority to issue shall be 10,000, \$1.00 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the corporation shall be 1900 Corporate Blvd., Suite 201, East Building, Boca Raton, Florida 33431. The name of the corporation's initial registered agent is J. Daniel Brede.

ARTICLE V

The number of directors constituting the initial Board of Directors of this corporation is two (2). The name and street address of the initial directors of this corporation are:

Name

Address

JAMES K. TAUBE

1075 A1A North  
Jupiter, Florida 33477

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DEBORAH TAUBE

1075 AlA North  
Jupiter, Florida 33477

The initial directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

#### ARTICLE VI

The name and address of the incorporator is J. Daniel Brede, 1900 Corporate Blvd., Suite 201, East Building, Boca Raton, FL 33431.

#### ARTICLE VII

It is the intention of the corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

#### ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

#### ARTICLE IX

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

#### ARTICLE X

The corporation, its shareholders, or any combination of the corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this 5th day of March, 1998.

  
J. DANIEL BREDE, Incorporator

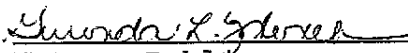
STATE OF FLORIDA            )  
                                  ) ss.  
COUNTY OF PALM BEACH )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared J. DANIEL BREDE, known to me to be the person described in and who executed the foregoing Articles of Incorporation of GUEST RESTAURANTS, INC., and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 5TH day of March, 1998.



GWENDAL ZDENEK  
My Commission CC452488  
Expires Apr. 12, 1999  
Bonded by HAI  
800-422-1665

  
Notary Public  
My Commission Expires:

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

In pursuance of Chapter 48.091, Florida Statutes, the following  
is submitted in compliance with said Act:

That GUEST RESTAURANTS, INC., desiring to organize under the laws  
of the State of Florida, with its principal office as indicated in  
the Articles of Incorporation, has named J. DANIEL BREDE as the  
person upon whom process may be served at the following address:

1900 Corporate Blvd.  
Suite 201, East Building  
Boca Raton, FL 33431

ACKNOWLEDGMENT:

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  
provisions of said Act relative to keeping open said office.

  
J. DANIEL BREDE

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA