

WEINER, MORICI, & ARONSON, P.A.

ATTORNEYS AT LAW

The Clark House

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**MICHAEL S. WEINER
ALFRED G. MORICI
CAROLE J. ARONSON**

April 3, 1998

OF COUNSEL:

ROBERT MARC SCHWARTZ, P.A.

Florida Bar Board Certified

Real Estate Lawyer

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

P98000032974

RE: SHCARIZL RESTAURANT GROUP, INC.

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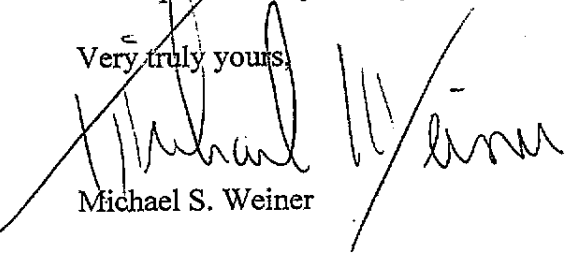
Dear Sir or Madame:

Enclosed please find the following:

1. Our firm's check number 609 in the sum of One Hundred Twenty-Two and 50/100 Dollars (\$122.50) representing the filing fees as well as the cost of a certified copy;
2. Original and One and one copy of the Articles of Incorporation for the above-referenced corporation; and
3. A self-addressed stamped envelope.

Please return a certified copy of the Articles of Incorporation to the undersigned in the enclosed envelope. Thank you for your assistance in this matter.

Very truly yours,


Michael S. Weiner

MSWmph

Enclosures

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98 APR - 9 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

SHCARIZL RESTAURANT GROUP, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: SHCARIZL RESTAURANT GROUP, INC.

The address of the principal office of this corporation shall be 290 E. Atlantic Avenue, Delray Beach, Florida 33444, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be Weiner, Morici & Aronson, P.A., 102 North Swinton Avenue, Delray Beach, Florida 33444 and the name of the initial registered agent of the corporation at that address is Michael S. Weiner, Esquire

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and street addresses of the initial members of the Board of Directors are:

Stephen Hall, 290 E. Atlantic Avenue, Delray Beach, FL 33444

Donna Rizzo, 290 E. Atlantic Avenue, Delray Beach, FL 33444

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President - Stephen Hall

Vice-President - Stephen Hall

Secretary - Donna Rizzo

Treasurer - Stephen Hall

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Weiner, Morici & Aronson, P.A.
102 North Swinton Avenue
Delray Beach, Florida 33444

IN WITNESS WHEREOF, the undersigned agent of Weiner, Morici & Aronson, P.A., has hereunto set his hand and seal of Weiner, Morici & Aronson, P.A. on this 3 day of April, 1998.

WEINER, MORICI & ARONSON, P.A.

By: [Signature]
Its Agent: PRES.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION**

Weiner, Morici & Aronson, P.A., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

WEINER, MORICI & ARONSON, P.A.

By: [Signature]
Its Agent: PRES.

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FILED
98 APR -9 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA