



THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 782362 7139936

AUTHORIZATION :

Patricia Pizur

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ORDER DATE : April 15, 1998

ORDER TIME : 11:32 AM

ORDER NO. : 782362-005

CUSTOMER NO: 7139936

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CUSTOMER: Jay E. Eckhaus, Esq
JAY E. ECKHAUS, ESQ.

2600 North Flagler Drive

West Palm Beach, FL 33407

DOMESTIC FILING

NAME: THE ORIGINAL BROTHERS
RESTAURANTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

P. 1104

APR 15 1998

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DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
Of
THE ORIGINAL BROTHERS RESTAURANTS, INC.

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SECRETARY OF STATE,
TALLAHASSEE, FLORIDA

These Articles constitute the Articles of Incorporation of The Original Brothers Restaurants, Inc.

Article I-Name

The name of the Corporation is The Original Brothers Restaurants, Inc.

Article II-Purposes for Which Corporation is Formed

The Corporation is organized for the purpose of transacting any and all business of which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time-to-time.

Article III-Duration

The term of existence of the Corporation is perpetual.

Article IV-Capitalization

The Corporation is authorized to issue 1,000 shares of common stock, par value \$.001 per share.

Article V-Indemnification

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance costs to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (a) is or was a director of the corporation; (b) is or was serving at the request of the Corporation as an officer of another corporation, partnership, joint venture, trust or other enterprise (collectively, a "Business Entity"), (c) is or was an officer of the Corporation, provided that any such person is or was at the time a director of the Corporation; or (d) is or was serving at the request of the Corporation as an officer of another Business Entity, provided that any such person is or was at the time a director of the Corporation or a director of such other Business Entity, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance costs to, any person made, or threatened to be made, a party

to any action, suit or proceeding by reason of the fact that such person is or was an officer, employee or agent of the Corporation, as an officer, employee or agent of another Business Entity. No person falling within the purview of this paragraph may apply for indemnification or advancement of costs to any court of competent jurisdiction.

Article VI-Control Share Acquisition

The Corporation elects not to be governed by Florida Statute Section 607.0902, as amended from time-to-time, concerning control share acquisitions.

Article VII-Affiliated Transactions

The Corporation elects not to be governed by Florida Statute Section 607.0901, as amended from time-to-time, concerning affiliated transactions.

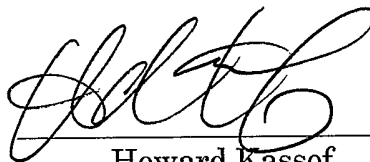
Article VIII-Bylaws

The Board of Director and Shareholders may amend, repeal or adopt any Bylaw of and for the Corporation, but the Shareholders may prescribe that any Bylaw so amended, repealed or adopted by the Shareholders shall not be amended, repealed or adopted by the Board of Directors.

Article IX-Registered Office and Initial Mailing Address

The street address of the registered office and the initial mailing address of the Corporation are 1325 South Powerline Road, Pompano Beach, Fl 33069, and the name of the registered agent at that address is Howard Kassof.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of April, 1998.

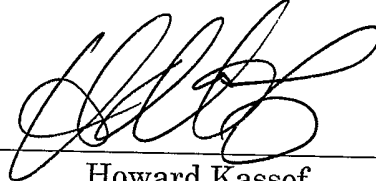
A handwritten signature in dark ink, appearing to read 'H. Kassof', is written over a horizontal line.

Howard Kassof
Incorporator

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT**

Having been named in the Articles of Incorporation as registered agent for such corporation at the address indicated in such Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: April 9, 1998


Howard Kassof

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