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SHELDON M. LONDON  
ATTORNEY AT LAW  
9301 SOUTHWEST 94TH PLACE  
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April 24, 1998

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-04/27/98--01071--019  
\*\*\*122.50 \*\*\*122.50

Re: HOBE RESTAURANT CORP.

Dear Sir or Madam:

Enclosed is the original and two copies of the Articles of Incorporation of HOBE RESTAURANT CORP. together with a check in the amount of \$122.50 for the filing fee.

The certified copy of the articles should be sent to:

Sheldon M. London  
9301 S.W. 94th Place  
Miami, Florida 33176

Sincerely,

*Sheldon M London*  
Sheldon M. London

SML/11  
Enc.

FILED  
98 APR 27 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DMC  
4/29/98

ARTICLES OF INCORPORATION

OF

HOBE RESTAURANT CORP.

FILED

98 APR 27 AM 9:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act (Chapter 607 of the Laws of the State of Florida), hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is Hobe Restaurant Corp.

The initial principal place of business of the corporation shall be 7520 NW 5<sup>th</sup> Street, Suite 101, Plantation, Florida 33317. The Board of Directors may from time to time move the principal office to any other address.

ARTICLE II NATURE OF BUSINESS

The corporation may engage in or transact any or all lawful activities or business permitted now or in the future under the laws of the State of Florida.

Notwithstanding anything to the contrary in the preceding paragraph, so long as the corporation is an assignee of any Burger King Franchise, the corporation shall not engage in any business activity other than that which is directly related to the ownership and operation of franchised Burger King Restaurants.

ARTICLE III CAPITAL STOCK

The maximum number of shares of all classes of stock which the corporation is authorized to have outstanding at any one time is two hundred fifty thousand (250,000) consisting of one hundred eighty-seven thousand five hundred (187,500) shares of Class A Common Stock having a par value of one dollar (\$1.00) per share and sixty-two thousand five hundred (62,500) shares of Class B Common Stock having a par value of one dollar (\$1.00) per share. Holders of Class A Common Stock are entitled to vote on all matters required by law on the basis of one vote per share, and there shall be no cumulative voting. Holders of Class B Common Stock shall have no voting rights except as specifically required by applicable law. If the holders of Class B Common Stock have the right to vote

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on an action under applicable law, they shall vote as a single class with the holders of Class A Common Stock. The maximum number of outstanding shares of Class B Common Stock at anytime shall not exceed 25% of the sum of (a) the aggregate number of outstanding shares of Class A Common Stock plus (b) the aggregate number of outstanding shares of Class B Common Stock. Class B Common Stock may only be held by either (a) a member of the immediate family (spouse and children) of the holder of shares of Class A Common Stock, or (b) a key employee of the corporation. The holders of Class A Common Stock and Class B Common Stock shall have equal rights as to dividends and any distribution of the assets of the corporation upon dissolution or liquidation, except that no holder of shares of Class B Common Stock may receive, in its capacity as a holder of Class B Common Stock, any interest in a Burger King Franchise other than an interest in the proceeds of any disposition thereof.

To the extent permitted by law, the corporation shall repurchase the shares of a holder of Class B Common Stock at such time as the holder of such shares ceases to be a key employee of the corporation or a member of the immediate family of a holder of Class A Common Stock for an amount per share equal to the net income of the corporation during the period the person owned the Class B Common Stock as reported to the Internal Revenue Service less taxes paid or payable based on the net income and less all dividends paid or declared during the period, divided by the total number of shares of Class A Common Stock and Class B Common Stock outstanding immediately prior to the repurchase.

So long as the corporation is an assignee of any Burger King Franchise, the sale, transfer, assignment and issuance of shares of voting common stock shall be subject to the approval of Burger King Corporation.

#### ARTICLE IV TERM OF EXISTENCE

The corporation shall exist perpetually.

#### ARTICLE V INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be changed from time to time by amendment to, or in the manner provided in, the bylaws of the corporation.

The name and address of the initial director of the corporation is:

Robespierre St. Juste  
7520 NW 5<sup>th</sup> Street, Suite 101  
Plantation, Florida 33317

**ARTICLE VI INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent is:

Sheldon M. London                      9301 S.W. 94th Place  
Miami, Florida 33176

**ARTICLE VII INCORPORATOR**

The name and street address of the incorporator to these articles of incorporation is:

Sheldon M. London  
9301 SW 94<sup>th</sup> Place  
Miami, Florida 33176

**ARTICLE VIII BYLAWS**

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

**ARTICLE IX INDEMNIFICATION**

To the fullest extent that limitations on the liability of directors and officers are permitted by Florida law, no director or officer of the corporation shall have any liability to the corporation or its stockholders for damages. This limitation on liability applies to events occurring at the time a person serves as a director or officer of the corporation whether or not such person is a director or officer at the time of any proceeding in which liability is asserted. The corporation shall indemnify, to the fullest extent permitted by Florida law, any person who was or is a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a director, officer, employee or agent of the corporation or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, including any appeal, if the person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation and with respect to any criminal action or proceeding had no reasonable cause to believe their conduct was unlawful.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 3<sup>rd</sup> day of March, 1998.

Sheldon M London  
Sheldon M. London

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of April, 1998, by Sheldon M. London, who is personally known to me ~~or who has produced~~ \_\_\_\_\_ as ~~identification.~~



Siomara Dube Bell  
(Print) SIOMARA DUBE BELL  
Notary Public

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE CORPORATION NAMED ABOVE AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Sheldon M London  
Sheldon M. London, Registered Agent

DATE: April 23, 1998