

P98000042397

Jules J. Sabbatino

2310 N.W.3rd Ave., Suite 2

Pompano Beach, Florida 33060

May 5, 1998

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

000002515980--7
-05/07/98-01105--007
***122.50 ***122.50

Re: RESTAURANT ASSOCIATES OF BOCA INC.

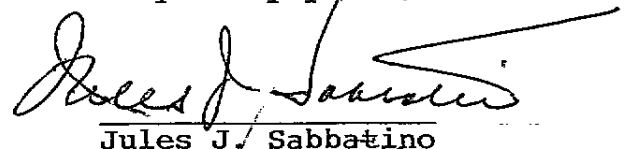
Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the
above referenced corporation and check in the amount of
\$122.50 to cover the cost of filing same.

Upon approval and filing of the Articles of Incorporation,
please return a certified copy of same in the enclosed
self addressed stamped envelope.

Thanking you in advance, I remain.

Very truly yours,



Jules J. Sabbatino

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY - 7 PM 1:56

FILED

9/15-11-98

ARTICLES OF INCORPORATION
OF
RESTAURANT ASSOCIATES OF BOCA INC

FILED
98 MAY -7 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is: RESTAURANT ASSOCIATES OF BOCA INC.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purpose or purposes for which this corporation is organized are:

a. Any and all legal purposes, including, but not limited to, Restaurant sales of food and beverage to the general public, catering and banquet functions on and off premises, management services to restaurants, private clubs, country clubs and any other related food and beverage establishments.

b. To acquire by purchase, exchange, gift, bequest, hypothecate, sell, assign, transfer or otherwise dispose of or deal in or with its own corporate securities or stock

or other securities, including without limitation, any share of stock, bonds, debenture or corporation, or any government or sub-divisions, agencies or instrumentalities thereof; to make payment thereof in any lawful manner or to issue in exchange therefor ~~therefor~~ its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers, and privileges in respect thereof.

c. To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees, or otherwise, either alone or in conjunction with any other person, association or corporation.

d. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers ~~powers~~ of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this ARTICLE III shall be regarded as independent purposes and powers.

ARTICLE IV

The aggregate number of shares this corporation shall have authority to issue is 10,000 shares of common voting stock at \$1.00 par value per share. Fully paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time, to the extent consideration in excess of the par value of such shares, if any, is received for such shares, such consideration shall constitute capital surplus.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed or repealed by the affirmative vote ^{of} a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VI - SHAREHOLDERS RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro-rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts.

Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each effected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

ARTICLE VII - INITIAL OFFICE AND AGENT

The street address of this corporation's initial office in Florida is: 2310 N.W. 3rd Ave., Suite 2, Pompano Beach, Florida 33060, and the name of the registered agent at that address is: Jules J. Sabbatino.

ARTICLE VIII - DIRECTORS

The number of directors of the corporation from time to time shall be set forth in the By-Laws. The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and address of the person to serve as Director until the first annual meeting of shareholders, or until their successors are elected and qualify, are:

<u>Name</u>	<u>Address</u>
Jules J. Sabbatino	2310 N.W. 3rd Ave., Suite 2 Pompano Beach, Fl 33060

ARTICLE IX - INCORPORATORS

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Jules J. Sabbatino	2310 N.W. 3rd Ave., Suite 2 Pompano Beach, Fl 33060

ARTICLE X
COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS

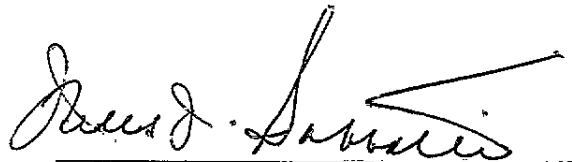
No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are Directors or Officers or are financially interested, shall either be void or voidable because of such relationship or interest if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transactions.

ARTICLE XI - BY-LAWS

The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

DATED this 5th day of May, 1998



Jules J. Sabbatino
Incorporator

STATE OF FLORIDA

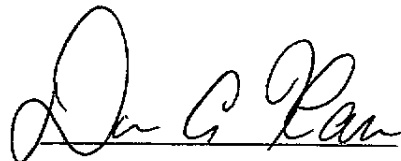
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) SS:

BROWARD COUNTY

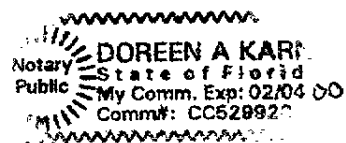
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The foregoing Articles of Incorporation were acknowledged
before me this 5th day of May, 1998



NOTARY PUBLIC

My Commission Expires:



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

The following is submitted pursuant to Section 48.09
and 607.034, Florida Statutes:

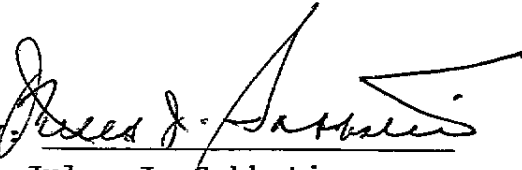
RESTAURANT ASSOCIATES OF BOCA INC. desiring to organize
under the laws of the State of Florida being in the County
of Broward, at: 2310 N.W. 3rd Ave., Suite 2 Pompano Beach,
Florida 33060, has named Jules J. Sabbatino, located at
2310 N.W. 3rd Ave., Suite 2, Pompano Beach, Florida 33060,
as its initial registered agent to accept service of pro-
cess within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the
above stated corporation, at the initial registered office
of this corporation in this state, I hereby accept to act
in this capacity and agree to comply with the provisions of
said statute relative to keeping the registered office of
the corporation open from 10:00am to noon each day, except
Saturdays, Sundays and legal holidays, and to post therein
a sign designating the name of the corporation and the
name of its registered agent

DATE: May 5, 1998

BY:


Jules J. Sabbatino
Registered Agent