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STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON, P.A.

MUSEUM TOWER  
150 WEST FLAGLER STREET  
MIAMI, FLORIDA 33130

MIAMI (305) 789-3200 • BROWARD (954) 463-5440  
FAX (305) 789-3395

E. RICHARD ALHADEFF  
LOUISE JACOWITZ ALLEN  
STUART D. AMES  
LAWRENCE J. BAILIN  
PATRICK A. BARRY  
AMANDA C. BARRY  
SHAWN BAYNE  
LISA K. BENNETT  
SUSAN FLEMING BENNETT  
LISA K. BERG  
MARK J. BERNET  
HANS C. BEYER  
MARTIN G. BURKETT  
CLAIRE BAILEY CARRAWAY  
SETH THOMAS CRAINE  
PETER L. DESIDERIO  
MARK P. DIKEMAN  
SHARON QUINN DIXON  
ALAN H. FEIN  
ANGELO M. FILIPPI  
ROBERT I. FINVARRB  
ANDREA F. FISHER  
ROBERT E. GALLAGHER, JR.  
CHAVA E. GENET  
PATRICIA K. GREEN

JOSEPH K. HALL  
ALICE R. HUNEYCUTT  
RICHARD B. JACKSON  
THEODORE A. JEWELL  
MICHAEL I. KEYES  
TEDDY D. KLINGHOFFER  
ROBERT T. KOFMAN  
THOMAS A. LASH  
VERNON L. LEWIS  
KEVIN B. LOVE  
JOY SPILLIS LUNDEEN  
MICHAEL C. MARSH  
BRIAN J. McDONOUGH  
ANTONIO R. MENENDEZ  
FRANCISCO J. MENENDEZ  
ALISON W. MILLER  
VICKI LYNN MONROE  
HAROLD D. MOOREFIELD, JR.  
JOHN N. MURATIDES  
JOHN K. OLSON  
ROBERT C. OWENS  
DARRIN J. QUAM  
NICOLE R. RAMIREZ  
PATRICIA A. REDMOND  
ELIZABETH G. RICE

GLENN M. RISSMAN  
CARL D. ROSTON  
DAVID A. ROTHSTEIN  
BETTY CHANG ROWE  
STEVEN D. RUBIN  
CLAIRE SAADY  
MIMI L. SALL  
NICOLE S. SAYFIE  
RICHARD E. SCHATZ  
LESTER E. SEGAL  
MARTIN S. SIMKOVIC  
CURTIS H. SITTERSON  
RONNI D. SOLOMON  
MARK D. SOLOV  
EUGENE E. STEARNS  
JENNIFER D. STEARNS  
BRADFORD SWING  
ANNETTE TORRES  
DENNIS R. TURNER  
RONALD L. WEAVER  
ROBERT I. WEISSLER  
PATRICIA G. WELLES  
MARTIN B. WOODS

OWEN S. FREED  
SENIOR COUNSEL

TAMPA OFFICE  
SUITE 2200  
SUNTRUST FINANCIAL CENTRE  
401 EAST JACKSON STREET  
TAMPA, FLORIDA 33602

(813) 223-4800

FORT LAUDERDALE OFFICE  
SUITE 1800  
200 EAST BROWARD BOULEVARD  
FORT LAUDERDALE, FLORIDA 33301

(954) 462-9500

August 5, 1998

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

VIA UPS

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-08/06/98--01043--015  
\*\*\*367.50 \*\*\*122.50

Re: **SHB-BBQ CORPORATION**  
**SHB-BBQ KENDALL CORPORATION**  
**SHB-BBQ MILLER CORPORATION**  
Our Reference: 35316.001

To Whom It May Concern:

Enclosed for filing are two fully executed copies of Articles of Incorporation for the above-referenced corporations and a check in the amount of \$367.50, which represents \$122.50 for each corporation to cover the following:

Filing Fee \$35.00  
Registered Agent Fee 35.00  
Certified Copy 52.50  
Total: \$122.50

FILED  
98 AUG -6 PM 3:35  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

Please file one original and certify the copy. I have included a self-addressed stamped envelope for return of the certified copy.

Please contact the undersigned at (305) 789-3456, if you should need additional information. Thank you for your cooperation.

Very truly yours,

*Yvonne Miranda*  
Yvonne Miranda  
Assistant to Owen S. Freed

AUG 11 1998

*[Handwritten signature]*

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**ARTICLES OF INCORPORATION  
OF  
SHB-BBQ CORPORATION**

**FILED**  
98 AUG -6 PM 3: 35  
STATE OF FLORIDA  
TALLAHASSEE

**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is **SHB-BBQ CORPORATION**. The address of the initial principal office and the mailing address of this corporation is Suite 2200, 150 West Flagler Street, Miami, Florida, 33130.

**ARTICLE II - PURPOSE**

This corporation is organized for the purpose of engaging in all aspects of the restaurant, food and hospitality industries. This corporation may further engage in, conduct and transact any and business permitted under the laws of the State of Florida and the United States of America.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is One Million (1,000,000) shares of common stock, of One Dollar (\$1.00) par value each.

**ARTICLE IV - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any unissued or treasury shares of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V - INITIAL REGISTERED  
OFFICE AND AGENT**

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such office is:

<u>Name</u>	<u>Address</u>
Owen S. Freed	Suite 2200, 150 West Flagler St. Miami, Florida, 33130

**ARTICLE V - INITIAL REGISTERED**

**OFFICE AND AGENT**

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such office is:

<u>Name</u>	<u>Address</u>
Owen S. Freed	Suite 2200, 150 West Flagler St. Miami, Florida, 33130

**ARTICLE VI - COMMENCEMENT**

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

**ARTICLE VII**

**INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall be comprised of one person. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one.

The name and address of the member of the initial Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
ROY COX, JR.	14152 S. W. 93 <sup>rd</sup> Lane Miami, Fl. 33186

**VIII ARTICLE - OFFICERS**

This corporation shall initially have a President and a Secretary. It shall have such other officers as the Board of Directors may further designate. The initial officers of the corporation to serve until their successors have been duly elected and qualified are:

President:	ROY COX, JR.
Secretary:	CARLA ANDRADE COX

**IX ARTICLE - INCORPORATOR**

The name of the person signing these Articles of Incorporation as incorporator is **ROY COX, Jr.** whose address is 14152 South West 93<sup>rd</sup> Lane, Miami, FL. 33186.

**ARTICLE X - BYLAWS**

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of this corporation.


**ARTICLE XI - INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

**ARTICLE XII - AMENDMENT**


This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation this 29<sup>th</sup> day of July, 1998.

  
\_\_\_\_\_  
**Roy Cox, Jr., Incorporator**

ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation of SHB-BBQ CORPORATION, and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.

  
\_\_\_\_\_  
Owen S. Freed,  
Registered Agent

**FILED**  
98 AUG -6 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA