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August 5, 1998

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

VIA UPS

700002609207--5
 -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:

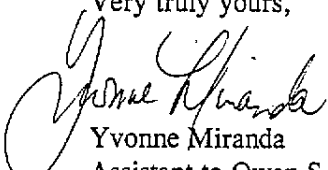
Enclosed for filing are two fully executed copies of Articles of Incorporation for the above-referenced corporations and a check in the amount of \$367.50, which represents \$122.50 for each corporation to cover the following:

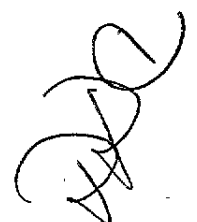
Filing Fee	\$35.00
Registered Agent Fee	35.00
Certified Copy	<u>52.50</u>
Total:	\$122.50

98 AUG -6 PM 4:01
 FILED
 SECRETARY OF STATE
 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
 Assistant to Owen S. Freed



AUG 11 1998

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

FILED
98 AUG -6 PM 4:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is **SHB-BBQ MILLER 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 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 rd 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 93rd 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.

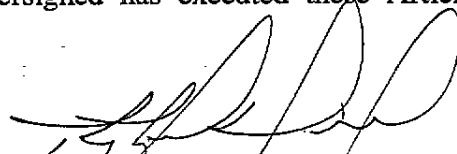
ARTICLE XI - INDEMNIFICATION

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 29th 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 MILLER 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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 AUG -6 PM 4:04
FILED