

7
National Association
of Tax Practitioners



MEMBER

7 980000 80956
Jumping Jax Tax Inc.

8551 W. Sunrise Blvd., #102

Plantation, FL 33322-4007

954-424-0225 Fax 954-424-8003

Visit us on the web at <http://www.jumpingjastax.com>

September 9, 1998

Florida Department of State

Divisions of Corporations

P.O.B. 6327

Tallahassee, FL 32314

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To Whom It May Concern::

I've enclosed the original and a copy of the Articles for Incorporation for Philly's Beef & Ale, Inc. I've also enclosed a \$122.50 check payable to the Florida Department of State for filing fees.

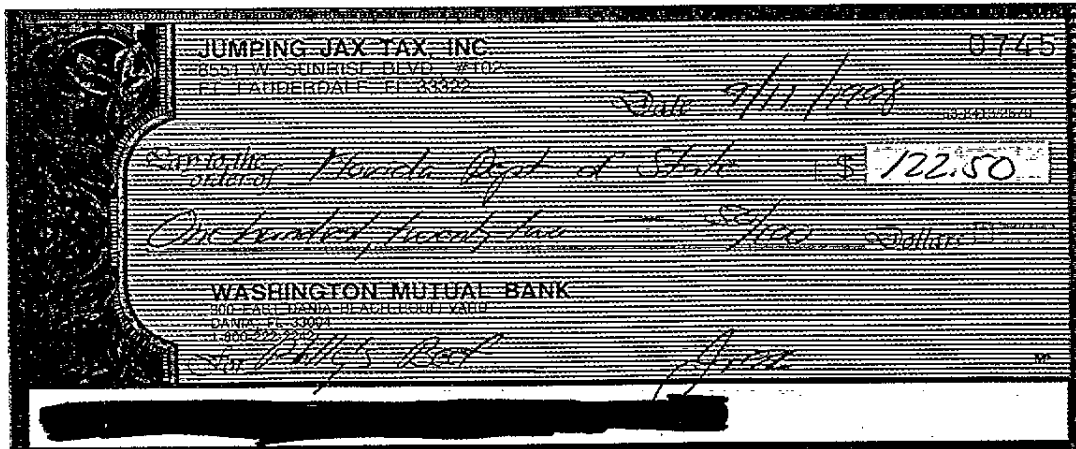
Sincerely,

Jack Malerba, EA

For Jumping Jax Tax, Inc.,
Incorporator

FILED
98 SEP 14 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY SEP 17 1998



Articles of Incorporation for Philly's Beef & Ale, Inc.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Following Chapter 607 of the Florida Statutes, the undersigned does hereby submit these Articles of Incorporation for forming a profit corporation.

Article I - Name and Principal Office

The name of the corporation is PHILLY'S BEEF & ALE, INC. The corporation's principal place of business and its mailing address are 4449 Hollywood Blvd., Hollywood, FL 33021.

Article II - Duration

The duration of the corporation is perpetual.

Article III - Purpose

The corporation shall engage in any activity or business permitted under the laws of the United States and of the laws of Florida.

Article V - Shares

The corporation has the authority to issue an aggregate one thousand common shares of capital stock at .01 par value.

Article VI - Start of Business

The corporation will start once the corporation has issued at least one common share in exchange for one thousand dollars in cash, property, or services rendered.

Article VII - Registered Agent and Registered Office

The name of the corporation's first registered agent is Jumping Jax Tax, Inc., 8551 W. Sunrise Blvd., #102, Plantation, FL 33322-4007.

relating to the proper and complete performance of her duties. Patricia Sacerdote is familiar with and accepts the obligations of registered agent for this corporation.

Article VIII – First Board of Directors

The name and address of the persons who will service as directors until the first annual directors and shareholders meeting, or until their successors are elected and qualified are **Patricia Sacerdote of 4449 Hollywood Blvd., Hollywood, FL 33021, and Michael Perry, of 4449 Hollywood Blvd., Hollywood, FL 33021.**

Article IX – Powers of the Directors

The Board of Directors shall make, alter, or repeal the Bylaws of the corporation without restrictions of their powers conferred by statute.

Article X – Directors' Liability

A director of the corporation will not be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

Article XI – Name and Address of the Incorporator

Jumping Jax Tax, Inc., of 8551 W. Sunrise Blvd., #102, Plantation, FL 33322-4007, is the incorporator for the corporation.



Jack Malerba, EA,

For Jumping Jax Tax, Inc.,

Incorporator/and accepting the designation as registered agent for
PHILLY'S BEEF & ALE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA