

GREENBERG
ATTORNEYS AT LAW
TRAURIG

P98000094235

November 3, 1998

Via Federal Express

Florida Department of State
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32301

400002680014--0
-11/04/98--01037--015
****122.50 *****78.75

Re: F & B Bistro, Inc.

Ladies and Gentlemen:

EFFECTIVE DATE
11-5-98

Enclosed are an original and one copy of the Articles of Incorporation for the above referenced corporation, along with a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

| | |
|------------------------------|----------------|
| Filing Fee: | \$35.00 |
| Registered Agent Filing Fee: | \$35.00 |
| Certified Copy | <u>\$52.50</u> |

Total: \$122.50

Please return the certified copy to the attention of the undersigned.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

Beth Gdanski

Beth Gdanski
Legal Assistant

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -4 AM 11:02

Enclosures

WPB/GDANSKIB/202122/4by\$011.DOC/11/03/98/99999.361319

B. BROWN NOV 6 1998

**ARTICLES OF INCORPORATION
OF
F & B BISTRO, INC.**

ARTICLE I - NAME

The name of this corporation is F & B Bistro, Inc. (the "Corporation").

EFFECTIVE DATE

11-3-98

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

c/o Trends Bistro
4900 Linton Boulevard
Delray Beach, Florida

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence commencing on November 3, 1998.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -4 AM 11:02

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Howard D. DuBosar, Esq.
Greenberg and Traurig
2255 Glades Road, Suite 419A
Boca Raton, FL 33431

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

Basil Passalacqua
c/o Massimo's At Club Mission Bay
10555 Diego Drive South
Boca Raton, Florida 33428

ARTICLE X - INITIAL BOARD OF DIRECTORS

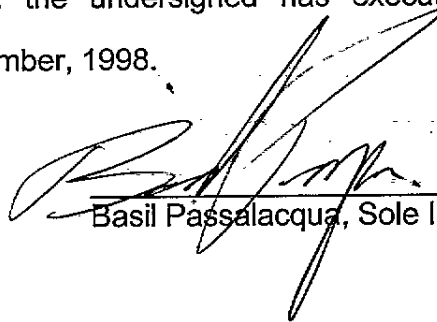
The Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time in accordance with the bylaws of the Corporation but shall never be less than one (1). The name and address of the initial directors of the Corporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------|---|
| Basil Passalacqua | c/o Massimo's At Club Mission Bay 10555 Diego Drive South Boca Raton, Florida 33428 |
| Ferial Shoup | 732 St. Alban's Way Boca Raton, Florida 33486 |

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3rd day of November, 1998.


Basil Passalacqua, Sole Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 3rd day of November, 1998.


HOWARD D. DuBOSAR, Registered Agent