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FLORIDA DIVISION OF CORPORATIONS

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FROM: TESCHER, LIPPMAN, VALINSKY & KAIN  
072164000350

ACCT#:

CONTACT: PATRICIA FOX-BUTLER

PHONE: (954) 467-1964

(954) 467-2264

FAX #:

NAME: REED RESTAURANT GROUP, INC.

AUDIT NUMBER.....H98000023332

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

REED RESTAURANT GROUP, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: Reed Restaurant Group, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 123 N.W. 13th Street, Suite 222, Boca Raton, FL 33432.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 10,000,000 shares of common stock, \$.0001 par value per share.

Fax Audit No. H98000023332 3

Prepared by: Kipnis Tescher Lippman & Valinsky

One Financial Plaza, Suite 2308  
Ft. Lauderdale, FL 33394

(954) 467-1964

Jay Valinsky 0625109

Reedart.INC.

ARTICLE IV

REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Jay L. Valinsky  
Kipnis Tescher Lippman & Valinsky  
One Financial Plaza, Suite 2308  
Fort Lauderdale, FL 33394

ARTICLE V

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Jay L. Valinsky  
Kipnis Tescher Lippman & Valinsky  
One Financial Plaza, Suite 2308  
Fort Lauderdale, FL 33394

ARTICLE VI

INDEMNIFICATION

This Corporation shall indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE VII

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

Reedart, INC.

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Valinsky  
2 One Financial Plaza, Suite  
Suite 2308  
Ft. Lauderdale, FL 33394  
(954) 467-1964  
Jay Valinsky 0625109

ARTICLE VIII

CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

INCORPORATOR:

  
Jay L. Valinsky

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida General Corporation Act, including specifically Section 607.0505.

REGISTERED AGENT:

  
Jay L. Valinsky

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