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LAW OFFICES
BERNSTEIN & BERGER, P.A.
SUITE 2608 NEW WORLD TOWER
100 NORTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33132

JEFFREY A. BERNSTEIN
DAVID S. BERGER

December 4, 1998

TELEPHONE (305) 371-4555
FAX (305) 374-1789

FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-12/07/98-01108-014
****122.50 ****78.75

Gentlemen:

Enclosed you will please find the original and one copy of the Articles of Incorporation for Miami Bo, Inc. and my check in the amount of \$122.50. Please file these articles and forward a conformed copy to this office in the enclosed a self-addressed FedEx air waybill.

Very truly yours,

LAW OFFICES OF BERNSTEIN & BERGER

BY


JEFFREY A. BERNSTEIN, ESQ.

FILED
98 DEC 7 PM 3:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 9, 1998

JEFFEREY A. BERNSTEIN, ESQUIRE
SUITE 2608 - NEW WORLD TOWER
100 NORTH BISCAYNE BOULEVARD
MIAMI, FL 33132

SUBJECT: MIAMI BO, INC.
Ref. Number: W98000027612

We have received your document for MIAMI BO, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 298A00058286

LAW OFFICES
BERNSTEIN & BERGER, P.A.
SUITE 2608 NEW WORLD TOWER
100 NORTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33132

JEFFREY A. BERNSTEIN
DAVID S. BERGER

December 14, 1998

TELEPHONE (305) 371-4555
FAX (305) 374-1789

FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Miami Bo, Inc.
Ref No: W98000027612

Dear Sir or Madam:

In accordance with your December 9, 1998 correspondence, please find attached the original and one copy of the revised Articles of Incorporation for Miami Bo, Inc. Please file the articles and return a conformed copy to this office using the enclosed FedEx air waybill.

Thank you for your attention to this matter.

Very truly yours,

LAW OFFICES OF BERNSTEIN & BERGER

BY


JEFFREY A. BERNSTEIN, ESQ.

ARTICLES OF INCORPORATION

The undersigned subscriber to these Articles of Incorporation, competent to contract, hereby associates and forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is MIAMI BO, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is to develop, own and operate a Bojangles' Restaurant any no other business. It shall have every corporate power granted by the Florida Legislature.

ARTICLE III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock, \$1.00 par value.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The address of the principal office and the mailing address of the corporation are as follows:

100 N. Biscayne Blvd., Suite 2608
Miami, Florida 33132

ARTICLE VI

The street address of the initial registered office of this corporation is:

100 N. Biscayne Boulevard, Suite 2608
Miami, Florida 33132

and the name of the initial registered agent of this corporation at that address is Jeffrey A. Bernstein.

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TALLAHASSEE FLORIDA

ARTICLE VII

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The names and the addresses of the initial Directors of this corporation is:

Michael Lee
100 N. Biscayne Blvd.
Suite 2608
Miami, FL 33132

Mark Chung
100 N. Biscayne Blvd.
Suite 2608
Miami, FL 33132

Louis Chung
100 N. Biscayne Blvd.
Suite 2608
Miami, FL 33132

ARTICLE VIII

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

Jeffrey A. Bernstein, Esq.
100 N. Biscayne Blvd.
Suite 2608
Miami, FL 33132

ARTICLE IX

Each shareholder shall have the preemptive right to purchase at the price at which it is offered to others, and on the same terms, his or her pro rata share and any authorized and unissued and Treasury Stock of this corporation of the same kind, class or series as that which he or she already holds, which is offered for sale by the corporation.

ARTICLE X

This corporation reserves the right to amend, alter or repeal any provisions contained in this Articles of Incorporation or any amendments to these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of December, 1998.



JEFFREY A. BERNSTEIN

STATE OF FLORIDA:
COUNTY OF DADE:

BEFORE ME, the undersigned authority, authorized to take acknowledgements in the State and County set forth above, personally appeared Jeffrey A. Bernstein known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 4th day of December, 1998.



MY COMMISSION EXPIRES:



NOTARY PUBLIC, STATE OF FLORIDA



CERTIFICATE DESIGNATING REGISTERED PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act;

First--That MIAMI BO, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Jeffrey A. Bernstein located at 100 N. Biscayne Blvd., Suite 1707, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


REGISTERED AGENT

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TALLAHASSEE FLORIDA