

Document Number Only

799000004802

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

800002743188--3
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*****70.00 *****70.00

MSC Acquisition Corp.

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TALLAHASSEE, FLORIDA

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☒ Profit Articles

☐ NonProfit

☐ Amendment

☐ Merger

☐ Limited Liability Company

☐ Dissolution/Withdrawal

☐ Mark

☐ Foreign

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

☐ Certified Copy

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 15, 1999

CT CORPORATION SYSTEM

SUBJECT: MSC ACQUISITION CORP.
Ref. Number: W99000001142

Miami

We have received your document for ~~MSC~~ ACQUISITION CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 599A00002103

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DIVISION OF CORPORATIONS

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the date submitted
1/14/99

Thanks

ARTICLES OF INCORPORATION

OF

MIAMI ACQUISITION CORP.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FIRST: The name of the Corporation is: MIAMI ACQUISITION CORP.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: 1400 Old Country Road, West
Suite 400
Westbury, New York 11590

THIRD: The number of shares the corporation is authorized to issue is: 1,000 shares, par value \$.01 per share.

FOURTH: The street address of the initial registered office of the corporation is c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C T Corporation System.

FIFTH: The names' and addresses of the persons who are to serve as initial directors are:

Howard Lorber
Wayne Norbitz
Carl Paley
Ronald DeVos
c/o Nathan's Famous, Inc.
1400 Old Country Road, West
Suite 400
Westbury, NY 11590

Donald Perlyn
c/o Miami Subs Corporation
6300 N. W. 31st Avenue
Fort Lauderdale, FL 33309

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SIXTH: The name and address of each incorporator is:

Nancy D. Lieberman
c/o Blau Kramer Wactlar & Lieberman
100 Jericho Quadrangle
Jericho, NY 11753

SEVENTH: Any other provision required or permitted by law is:

(a) The Board of Directors of the Corporation shall expressly have the power and authorization to make, alter and repeal the By-Laws of the corporation, subject to the reserved power of the shareholders to make, alter and repeal any By-Laws adopted by the Board of Directors. Unless and except to the extent required by the By-Laws of the Corporation, elections of directors need not be by written ballot.

(b) Any and all directors of the Corporation shall not be liable to the Corporation or any shareholder thereof for monetary damages for breach of fiduciary duty as director except as otherwise required by law. No amendment to or repeal of this Article SEVENTH (b) shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any act or omission of such director occurring prior to such amendment or repeal.

(c) From time to time any of the provisions of this Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the shareholders of the Corporation by the Certificate of Incorporation are granted subject to the provisions of this Article SEVENTH (c).



Signature of Incorporator
Signer

Date: 1/13/99

CT Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

CT Corporation System

By *Connie Bryan*

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Date: 1-14-99

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