

P99000015174

Premier Management Company

Accounting, Consulting, Financing & Income Tax Services

1437 N.E. 4th Avenue
Fort Lauderdale, FL 33304

Tel: (954) 767-0116 Fax: (954) 767-8616
Email: DirectDish@aol.com

January 19, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Au Bec Fin Caribbean & American Restaurant, Inc.

Dear Sir / Madam:

Enclosed are the filing, and the registered agent fees for the above mentioned corporation. If more information, please feel to contact us at the numbers listed above.

Sincerely yours,

Premier Management Company

Jean-Marie Olivier,
President

Fictitious Name State Registration #: G92366004918

Enclosures: articles
Check# 1865

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-01/22/99--01066--018
*****78.50 *****78.50

FILED
99 FEB 17 AM 7:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GAVE
AUTHORIZATION BY PHONE TO
CONTACT RA's not active
DATE 1-27-99
D.C. EXAM CB

CB
2-17-99
7



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 27, 1999

PREMIER MANAGEMENT COMPANY
JEAN-MARIE OLIVIER
1437 N.E. 3RD. AVE.
FT. LAUDERDALE, FL 33304

SUBJECT: AU BEC CARIBBEAN & AMERICAN RESTAURANT, INC.
Ref. Number: W99000002088

We have received your document for AU BEC CARIBBEAN & AMERICAN RESTAURANT, INC. and your check(s) totaling \$78.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide an English translation for the entity's name in your cover letter.

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 487-6059 for information) or designate another entity that is active according to our records.

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) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 399A00003714



Premier Management Company

Accounting, Consulting, Financing & Income Tax Services

1497 N.E. 4th Avenue
Fort Lauderdale, FL 33304

Tel: (954) 767-0116 Fax: (954) 767-8616

Email: DirectDish@aol.com

February 10, 1999

Jean-Marie Olivier
P.O. Box 100684
Fort Lauderdale, FL 33310

Division of Corporations
Ms. Carolyn Batten
P.O. Box 6327
Tallahassee, FL 32314

RE: Au Bee Fin Caribbean & American Restaurant, Inc.

Dear Ms. Batten:

As requested, the translation of the corporation title is: "At the Fine (sharp) Beak (bird) Caribbean & American Restaurant, Inc." The registered agent is myself. Please file the articles accordingly and send me a copy at my address listed above. Thank you so very much.

Sincerely yours,

Jean-Marie Olivier

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AU BEC FIN CARIBBEAN & AMERICAN RESTAURANT, INC.

ARTICLE I - NAME AND ADDRESS

The name of the corporation shall be *Au Bec Fin Caribbean & American Restaurant, Inc.*, with its place of business at 1428 N.E. 4th Avenue, Fort Lauderdale, Florida 33304.

ARTICLE II - CORPORATE NATURE

This corporation is organized pursuant to the Corporations For Profit Law of the State of Florida, set forth under the Florida Business Corporation Act of the Florida Statutes.

ARTICLE III - PURPOSE

This corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida. This corporation is organized for the purpose of transacting any or all lawfull business.

ARTICLE IV

This corporation shall commence its existence upon receipt of these articles by the Secretary of State. This corporation shall have a perpetual existence.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of Common Stock, each share to have a Par Value of one (\$1.00) dollar. The shares may be issued upon such terms as the Board of Directors may from time to time authorize.

ARTICLE VI- INCORPORATES AND DIRECTORS

The corporation shall initially have two (2) directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time according to the By-laws. The names and mailing addresses of the incorporators are as follows:

Rose Esther Olivier
4571 N.E. 3rd Avenue
Oakland Park, Fl 33334

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TALLAHASSEE, FLORIDA

J-M. Ernst Olivier
4571 N.E. 3rd Avenue
Fort Lauderdale, Fl 33334

ARTICLE VII - IDENTIFICATION OF REGISTERED AGENT

The name and address of this corporation's registered agent at the above address is as follows:

J-M. Ernst Olivier
1437 N.E. 4th Avenue
Fort Lauderdale, Fl 33304

ARTICLE VIII - BYLAWS

Subject to the limitations contained in the By-laws, and any limitations set forth in the Corporations for profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to or new By-laws may be adopted, either by a resolution of the board of Directors, or by following the procedure set forth therefore in the By-laws.

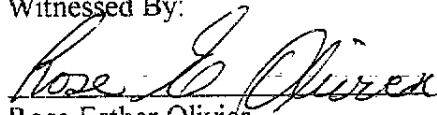
ARTICLES IX AMENDMENT OF ARTICLES


Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. This corporation reserves the right to amend or repeal provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned constituting the subscribers of this corporation, for the purpose of forming this corporation for profit under the laws of the State of Florida, have executed these Articles of Incorporation this 11th day of February, 1999.

ACKNOWLEDGMENTS

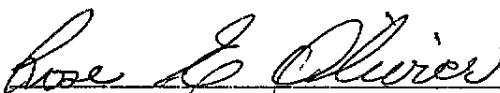
Witnessed By:


Rose Esther Olivier
President


J-M. Ernst Olivier
Vice-President

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

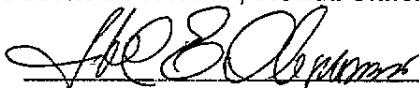
In compliance with Section 607.0501, Florida Statutes the following is submitted:
First, that Au Bec Fin Caribbean & American Restaurant, Inc., with its place of business at
1428 N.E. 4th Avenue, Fort Lauderdale, Fl 33304 has named J-M. Ernst Olivier, located
at 1437 N.E. 4th Avenue, Fort Lauderdale, Fl 33304 as its agent to accept service of
process within Florida.



Rose Esther Olivier,
President

February 11, 1999
Date

Having been named to accept service of process for the above stated business
organization, at the place designated in this certificate, I hereby agree to act in the
capacity, and this agree to comply with the provisions of my duties and responsibilities
proper and complete performance of my duties and responsibilities as registered agent, and
I accept the duties and obligations of Section 607.0505, Florida Statutes.



J-M. Ernst Olivier,
Registered Agent

February 11, 1999
Date

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99 FEB 17 AM 7:59
CLERK, CLAY OF STATE
TALLAHASSEE, FLORIDA