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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

NEANDRATHAL STONEGRILL & BAR, INC.

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FLORIDA DEPARTMENT OF STATE

**Katherine Harris
Secretary of State**

March 2, 1999

EMPIRE

**SUBJECT: NEANDERTHAL STONEGRILL & BAR, INC.
REF: W99000005142**

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

NEANDERTHAL STONEGRILL & BAR, INC.

The undersigned, LINDA M. KAPLAN, Esq. acknowledges and files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

I.

NAME:

The name of this Corporation shall be:

NEANDERTHAL STONEGRILL & BAR, INC.

BUSINESS:

The general nature of the business and business to be transacted are as follows:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida of the United States.

Prepared by:
LINDA M. KAPLAN, ESQ. - FLA. BAR 3223566
9300 S. Dadeland Blvd., Suite # 406
Miami, FL. 33156
TEL.: (305) 670-7665 - FAX (305) 670-7668

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Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

III.

SHARES:

The authorized capital stock of this Corporation shall consist of 1,000 shares of common stock, at \$ 1.00 par value per share.

IV.

EXISTENCE:

The corporation shall have perpetual existence.

V.

PRINCIPAL OFFICE AND REGISTERED AGENT:

The street address of the Corporation initial principal office is :9300 S. Dadeland Blvd., Miami, FL. 33157.

The initial registered agent for the Corporation is Linda M. Kaplan, 9300 S. Dadeland Blvd., Suite 406, Miami, FL. 33156.

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VI.

DIRECTORS:

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified. The initial directors are:

| (Name) | (Address) |
|----------------------------|---|
| Michael Lichte, President | Neue Nordstrasse 41 42105 Wuppertal, Germany |
| Suzie Frasca, VP/Treasurer | 16671 SW 79 Court Miami, FL. 33157 |

VII.

INCORPORATOR:

The name and address of the initial incorporator of the Corporation is as follows:

| (Name) | (Address) |
|-----------------|---|
| Linda M. Kaplan | 9300 S. Dadeland Blvd., Suite 406 Miami, FL. 33156 |

VIII.

GENERAL PROVISIONS:

- (a) The private property of the stockholders shall not be subject to the payment

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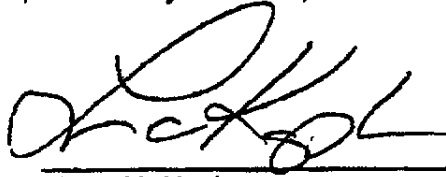
of any corporate debts to any extent whatsoever.

(b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(c) A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to limitations and provisions of the laws of the State of Florida and the laws of the United States.

(d) The Corporation shall indemnify the incorporator, each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him/her in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been the incorporator an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

SUBSCRIBED at Miami, Florida, this 3rd day of March, 1999


Linda M. Kaplan

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STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing Articles of Incorporation were acknowledged before me this 3rd day of March, 1999, by Linda M. Kaplan.

My Commission Expires:



Ellen Meyersbach Morales
Notary Public, State of Florida at Large

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation at the place designated within the Certificate, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of Chapter 48.091, Florida Statutes.

Linda M. Kaplan

Linda M. Kaplan
Registered Agent

Miami, Florida, 3rd March, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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