

099000025375



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 174299 5490A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : March 18, 1999

ORDER TIME : 3:04 PM

ORDER NO. : 174299-005

CUSTOMER NO: 5490A

CUSTOMER: Ms. Suzanne Opatosky  
MASTRIANA & CHRISTIANSEN  
MASTRIANA & CHRISTIANSEN  
Suite 200  
1500 N. Federal Highway  
Fort Lauderdale, FL 33304

DOMESTIC FILING

NAME: MAIN STREET DINERS, INC.

EFFECTIVE DATE:

600002811296--3

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

3/19/99

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 MAR 18 PM 12:46

RECEIVED

99 MAR 18

**ARTICLES OF INCORPORATION**

**OF**

**MAIN STREET DINERS, INC.**

FILED  
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ARTICLE I - NAME

The name of this corporation is MAIN STREET DINERS, INC.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7500 shares of common stock of \$1.00 par value.

ARTICLE V - PRINCIPAL OFFICE

The principal office address of MAIN STREET DINERS, INC., is 1500 North Federal Highway, Suite 200, Fort Lauderdale, Florida 33304, which is the same address as the registered office of the corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1500 North Federal Highway, Suite 200, Fort Lauderdale, Florida 33304, and the name of the initial registered agent of this corporation at that address is MICHAEL ERIC CHRISTIANSEN.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director 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 name and address of the initial director of this corporation is:

Manny Fagundes  
4210 N.E. 20th Avenue  
Fort Lauderdale, Florida 33308

The name and address of the person signing these Articles is MICHAEL ERIC CHRISTIANSEN, 1500 North Federal Highway, Suite 200, Fort Lauderdale, Florida 33304.

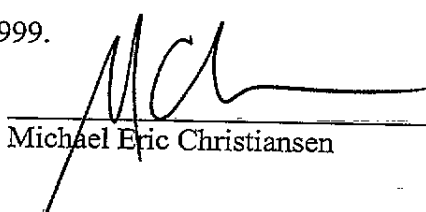
#### ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE X - CONFLICTS OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation, who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation not so interested. If there shall only be one director of the corporation at the time any meeting of the Board of Directors of this corporation would otherwise be required to authorize any such contract or transaction, and if the vote or consent of such interested director may not, by statute, be counted to authorize, approve or ratify the said act, contract or transaction, then and in that event, a majority of the shareholders of the corporation shall be authorized and empowered to authorize, approve or ratify any such act, contract or transaction with the same full force and effect as if the same had been authorized.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles  
of Incorporation this 17 day of March, 1999.

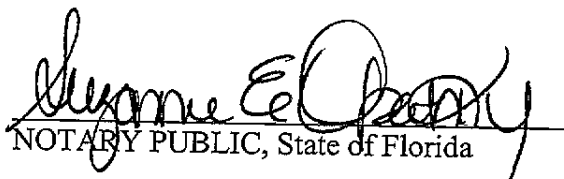
  
\_\_\_\_\_  
Michael Eric Christiansen

STATE OF FLORIDA :  
:SS  
COUNTY OF BROWARD :

Personally appeared before me, the undersigned officer, duly authorized to  
administer oaths and take acknowledgements, MICHAEL ERIC CHRISTIANSEN, to me well  
known as the person described in and who executed and subscribed to the foregoing Articles of  
incorporation, and he acknowledged, before me that he executed and subscribed to the same for the  
purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 17  
day of March, 1999.

My Commission Expires:

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida




Suzanne E. Opatosky  
MY COMMISSION # CC722843 EXPIRES  
April 28, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

**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 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

THAT MAIN STREET DINERS, INC., DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS AT CITY OF FORT LAUDERDALE HAS NAMED MICHAEL ERIC  
CHRISTIANSEN, AS RESIDENT AGENT, LOCATED AT 1500 NORTH FEDERAL HIGHWAY,  
SUITE 200, FORT LAUDERDALE, FLORIDA, 33304 AS ITS AGENT TO ACCEPT SERVICE  
OF PROCESS WITHIN FLORIDA.

SIGNATURE

  
MICHAEL ERIC CHRISTIANSEN

TITLE

SUBSCRIBER

DATE

March 17, 1999

99 MAR 18 PM 12:46

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,  
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

  
MICHAEL ERIC CHRISTIANSEN

DATE

March 17, 1999