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ACCOUNT NO. : 072100000032

REFERENCE : 181576 6594A

AUTHORIZATION :

*Patricia Pizut*

COST LIMIT : \$ 70.00

ORDER DATE : March 24, 1999

ORDER TIME : 4:12 PM

ORDER NO. : 181576-005

900002817639--5

CUSTOMER NO: 6594A

CUSTOMER: Donald J. Kahn, Esq  
GREEN KAHN & PIOTRKOWSKI, PA  
GREEN KAHN & PIOTRKOWSKI, PA  
317 71st Street

Miami Beach, FL 33141

DOMESTIC FILING

NAME: BAIRES GRILL CORP.

EFFECTIVE DATE:

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: Tamara Odom

EXAMINER'S INITIALS:

*J. 3/25/99*

RECEIVED  
99 MAR 24 PM 4:38  
DIVISION OF CORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 24 AM 11:47

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ARTICLES OF INCORPORATION  
OF  
BAIRES GRILL CORP.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BAIRES GRILL CORP.

The address of the principal office of this corporation shall be 536 Washington Avenue, Miami Beach, Florida 33139, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 317 71st Street, Miami Beach, Florida 33141, and the name of the initial registered agent of the corporation at that address is Donald J. Kahn, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Alberto Marcelo Ferreiros  
Dir.

536 Washington Avenue  
Miami Beach, FL 33139

Ricardo Alietti  
Dir.

536 Washington Avenue  
Miami Beach, FL 33139

Myriam Friedman  
Dir.

536 Washington Avenue  
Miami Beach, FL 33139

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Alberto Marcelo Ferreiros President	536 Washington Avenue Miami Beach, FL 33139
Ricardo Alietti Vice President	536 Washington Avenue Miami Beach, FL 33139
Myriam Friedman Secretary, Treasurer	536 Washington Avenue Miami Beach, FL 33139

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to  
these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of  
Corporation Service Company, has hereunto set their hand  
and seal of Corporation Service Company on March 24, 1999.

CORPORATION SERVICE COMPANY

By Karen B. Rozar  
Its Agent, Karen B. Rozar

LAW OFFICES  
**GREEN, KAHN, PIOTRKOWSKI**  
A PROFESSIONAL ASSOCIATION  
317 SEVENTY-FIRST STREET  
**MIAMI BEACH, FLORIDA 33141**

PLEASE REPLY TO: P.O. BOX 4297

AREA CODE 305  
MIAMI 865-4311  
TELEFAX 865-5203

KAREN B. COHEN  
MARVIN M. GREEN  
BRUCE H. HORNSTEIN  
DONALD J. KAHN  
JOEL S. PIOTRKOWSKI

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION

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DONALD J. KAHN, ESQ., an individual residing in this State of Florida, having a business office identical with the registered office of the corporation named below and having been designated as the registered agent in the above and foregoing Article of Incorporation of:

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BAIRES GRILL CORP.

is familiar with and accepts the obligations of the position of Registered Agent Under Section 607.9505 Florida Statutes.

Donald J. Kahn  
DONALD J. KAHN, ESQ.

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