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Florida Department of State
Division of Corporations
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To:
     Division of Corporations
     Fax Number      : (850)922-4001

From:
     Account Name    : EMPIRE CORPORATE KIT COMPANY
     Account Number  : 072450003255
     Phone           : (305)541-3694
     Fax Number      : (305)541-3770
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99 JUL 13 AM11:30 SECRETARY OF STATE TALLAHASSEE, FLORIDA FILED

FLORIDA PROFIT CORPORATION OR P.A.

SCHNITZELMAN'S GRILL, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	$78.75

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ARTICLES OF INCORPORATION
OF
SCHNITZELMAN'S GRILL, INC.

****

I, the undersigned, hereby associate myself for the purposes of becoming a corporation under

the laws of the State of Florida, under the provisions of the Statutes of the State of Florida providing

for the formation, rights, privileges, and liabilities of corporation for profit in accordance with the

"Florida Business Corporation Act," Chapter 607, of the Florida Statutes, as last amended.

ARTICLE ONE

The name of this corporation shall be:

SCHNITZELMAN'S GRILL, INC.

ARTICLE TWO

The principal office and/or mailing address of the corporation is:

9200 South Dadeland Boulevard
Suite 700
Miami, Florida 33156

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TALLAHASSEE, FLORIDA

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ARTICLE THREE

The total number of shares of stock that may be issued is 1,000 shares of common stock at $1.00 par value. All of said stock may be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation so long as the Board of Directors has determined that the consideration received or to be received for the shares to be issued is adequate.

ARTICLE FOUR

The Registered Agent of this corporation shall be JERRY GREEN, and the registered office of this corporation shall be 9200 South Dadeland Boulevard, Suite 700, Miami, Florida 33156.

ARTICLE FIVE

The name and address of the Incorporator is as follows:

JERRY GREEN
9200 South Dadeland Boulevard
Suite 700
Miami, Florida 33156

ARTICLE SIX

The purpose of this corporation is to do any and all things authorized under the laws of the State of Florida, and in addition, this corporation shall have all those powers enumerated in Chapter 607.0302 of the Florida Statutes as last amended and those powers necessary and convenient to effect its purposes.

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IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, Miami-Dade County, Florida, this 1ˇday of July, 1999.

JERRY GREEN

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CERTIFICATE DESIGNATING PLACE OF BUSINESS

OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN

THE STATE OF FLORIDA, NAMING AGENT UPON

WHOM SERVICE OF PROCESS MAY BE SERVED

SCHNITZELMAN'S, GRILL, INC., desiring to organize or qualify under the laws of the

State of Florida, with its principal place of business at 9200 South Dadeland Boulevard, Suite 700,

Miami, Florida 33156, has named JERRY GREEN located at 9200 South Dadeland Boulevard,

Suite 700, Miami, Florida 33156, as its agent to accept Service of Process within the State of

Florida.

_____
JERRY GREEN

Dated: July 12, 1999.

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.

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99 JUN 13 AM 11: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

_____
JERRY GREEN

Dated: July 1, 1999.

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Jerry Green, P.A.