



THE UNITED STATES
CORPORATION
COMPANY

PP99000065600

FILED

99 JUL 23 PM 3:26

ACCOUNT NO. : 072100000032

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 317566 5490A

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 70.00

ORDER DATE : July 23, 1999

ORDER TIME : 12:17 PM

ORDER NO. : 317566-005

CUSTOMER NO: 5490A

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

300002940253--1

DOMESTIC FILING

NAME: VALUE DINING OF DAVIE, INC.

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:

RECEIVED
99 JUL 23 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PH 7/23/99

**ARTICLES OF INCORPORATION
OF
VALUE DINING OF DAVIE, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Value Dining of Davie, 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 Value Dining of Davie, 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 names and addresses of the initial directors of this corporation are:

**Steve Markley
3704 N.W. 82nd Avenue
Coral Springs, Florida 33065**

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

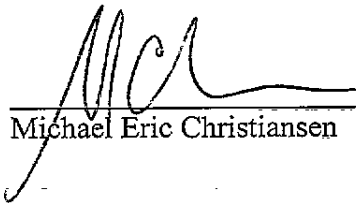
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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. 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 be only 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 22 day of July, 1999.

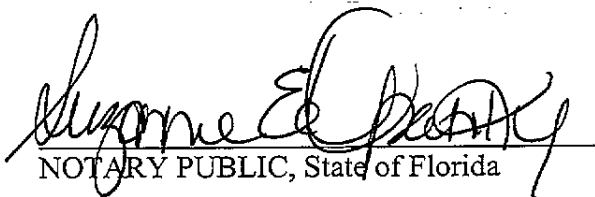

Michael Eric Christiansen

STATE OF FLORIDA :
:SS
COUNTY OF BROWARD :

Personally appeared before me, the undersigned officer, duly authorized to administer oaths and take acknowledgments, 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.

22 IN WITNESS WHEREOF, I have hereunto set my hand and official seal this day of July, 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.

FILED
99 JUL 23 PM 3:27
CLERK OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

That *Value Dining of Davie, Inc.*, desiring to organize or qualify under the laws of
the State of Florida, with its principal place of business at the City of Fort Lauderdale, has named
MICHAEL ERIC CHRISTIANSEN, as resident agent, located at 1500 North Federal Highway,
Suite 200, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.

SIGNATURE


MICHAEL ERIC CHRISTIANSEN

TITLE


SUBSCRIBER

DATE

July 22, 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.

SIGNATURE


MICHAEL ERIC CHRISTIANSEN

DATE

July 22, 1999