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LAW OFFICES
GELB & SPATZ

3400 SOUTHWEST THIRD AVENUE
MIAMI, FLORIDA 33145

MONROE GELB
CARL A SPATZ

August 16, 1999

MIAMI (305) 856-0233
BROWARD (305) 522-8483
FAX NO. (305) 856-9116

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: S&S DINER, Inc.

Dear Sir or Madam:

300002961963--9
-08/17/99--01044--011
*****78.75 *****78.75

In reference to the captioned corporation, please find enclosed herewith the following:

1. Original and an executed copy of the Articles of Incorporation
2. A check made payable to the Division of Corporations in the sum of \$78.75 for the following:

Filing Fee	\$35.00
Certified copy of Articles of Incorporation	\$8.75
Registered Agent Designation	<u>\$35.00</u>
TOTAL	\$78.75

Please return to the undersigned a certified copy of the Articles of Incorporation in the envelope enclosed for your convenience.

Very truly yours,

GELB & SPATZ

BY:

Monroe Gelb
Monroe Gelb

MG/lc
enclosures

FILED
99 AUG 17 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
S&S DINER, INC.

FILED
99 AUG 17 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name and physical address of the corporation is:

S&S DINER, INC.
1757 N.E. Second Avenue
Miami, Fl. 33132

ARTICLE II

This corporation shall have perpetual duration:

ARTICLE III

The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares the corporation is authorized to issue is one hundred (100) shares, each share to be of \$10.00 par value.

ARTICLE V

The street address of the registered agent of the corporation is 8902 S. W. 150 Circle Court West, Miami, Fl. 33196, and the name of the registered agent is Simon Elbaz.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person serving as director until their successor is elected is:

NAME:

SIMON ELBAZ

ADDRESS:

8902 S. W. 150 Circle Court West
Miami, Fl. 33196

ARTICLE VII

The name and address of the sole incorporator is:

NAME:

SIMON ELBAZ

ADDRESS:

**8902 S. W. 150 Circle Court West
Miami, Fl. 33196**

Dated this 16th day of August, 1999.



SIMON ELBAZ

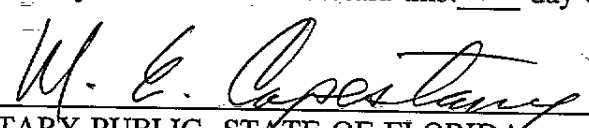
STATE OF FLORIDA)

)SS

COUNTY OF MIAMI-DADE)

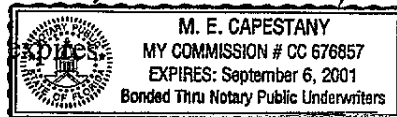
I HEREBY CERTIFY that on this day before me personally appeared **SIMON ELBAZ**, who is personally known or exhibited his drivers license as identification to me known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same of his voluntary act and deed and he did or did not take an oath.

Witness my hand and seal in the County and State last aforesaid this 16th day of August, 1999.



NOTARY PUBLIC, STATE OF FLORIDA

My commission expires



The undersigned hereby accepts the designation of registered agent in the State of Florida for **S&S DINER, INC.**, and hereby agrees to serve as registered agent until which designation is terminated in accordance with the Florida General Corporation Act.



SIMON ELBAZ

STATE OF FLORIDA)
)SS
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day before me personally appeared **SIMON ELBAZ**, who is personally known or exhibited his drivers license as identification to me known to be the person described in and who executed the foregoing Acceptance of Designation as Registered Agent and acknowledged before me that he executed same of his voluntary act and deed.

Witness my hand and seal in the County and State last aforesaid this 16th day of August, 1999.



NOTARY PUBLIC/STATE OF FLORIDA

My commission expires:

