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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

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Account Name : FAS-T CORP. AGENTS, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

MIAMI BEACH RESTAURANT GROUP, INC.

Certificate of Status	0
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(11/11/99)

**ARTICLES OF INCORPORATION
OF
MIAMI BEACH RESTAURANT GROUP, INC.**

Article I

Name

The name of this corporation is **MIAMI BEACH RESTAURANT GROUP, INC.**

Article II

Principal Office Address

The principal office of the Corporation is located at: **710 Washington Avenue, Suite #5, Miami Beach, FL 33139.**

Article III

Capital Stock

This corporation is authorized to issue 1000 shares of common stock with no par value.

Article IV

Pre-Emptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is **710 Washington Avenue, Suite #5, Miami Beach, FL 33139** and the name of the initial registered agent of this corporation at that office is **Chandler R. Finley.**

Article VI

Initial Registered Office and Agent

The name and address of the person signing these Articles is: **Chandler R. Finley, 710 Washington Avenue, Suite #5, Miami Beach, FL 33139.**

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Article VII
Initial Board of Directors

This corporation shall have one 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:

<u>Name</u>	<u>Address</u>
Francesco Cardella	c/o Chandler R. Finley 710 Washington Avenue, Suite #5 Miami Beach, FL 33139

Article IX
Indemnification

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of September, 1999.


Chandler R. Finley, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized under the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:
MIAMI BEACH RESTAURANT GROUP, INC.
2. The name and address of the registered agent and office is:
**Chandler R. Finley
710 Washington Avenue, Suite #5
Miami Beach, FL 33139**

The undersigned, Chandler R. Finley, Registered Agent, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.


Chandler R. Finley, Registered Agent

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