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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 : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

VIENNA HOUSE, INC.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 29, 1999

FAS-T

SUBJECT: VIENNA HOUSE, INC.
REF: W99000029559

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Becky McKnight
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FAX Aud. #: H99000033277
Letter Number: 599A00060519

ARTICLES OF INCORPORATION
OF
VIENNA HOUSE, INC.

The undersigned subscribers to these Articles of Incorporation, are natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be VIENNA HOUSE, INC.

EFFECTIVE DATE
01-01-00

ARTICLE II NATURE OF BUSINESS

This corporation may engage in the restaurant business and/or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, 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 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial principal office of the corporation shall be 5724 South Flamingo Road, Cooper City, FL 33330, and the name of the initial Registered Agent for the corporation at that address is Hugh M. Clark.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued there under. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall commence its existence on January 01, 2000 and exist perpetually.

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ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for their services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by them in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against them by reason of their being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer maybe entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE IX DIRECTORS

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Beverly A. Clark
Hugh M. Clark
John Nicholas Clark

ARTICLE X INCORPORATOR

The name and address of the incorporators are:

Beverly A. Clark
Hugh M. Clark
15631 S.W. 16th Street
Pembroke Pines, FL 33027

John Nicholas Clark
1813 Southcliff Drive
Maryville, TN 37803

IN WITNESS WHEREOF, the undersigned have hereunto set their hand and seal
on this 20th day of December, 1999.

Incorporators:

Beverly A. Clark
Beverly A. Clark

STATE OF FLORIDA
COUNTY OF BROWARD

John Nicholas Clark
John Nicholas Clark
Hugh M. Clark
Hugh M. Clark
I appeared before me on this 23rd day of December, 1999.
Notary
My Comm. Exp. 7/3/2002

The foregoing instrument was executed and acknowledged before me this 20th
day of December, 1999, by:

Beverly A. Clark

and Hugh M. Clark

Nicole Hurst
Notary Public
(SEAL) State of Florida
My Commission Expires:

 Nicole Hurst
Commission # CC 764047
Expires August 2, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. VIENNA HOUSE, INC., a corporation organizing under the laws of the State of Florida, with its principal office located at 5724 South Flamingo Road, Cooper City, FL 33330, has named Hugh M. Clark, whose address is 5724 South Flamingo Road, Cooper City, FL 33330, as its agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Hugh M. Clark
Hugh M. Clark

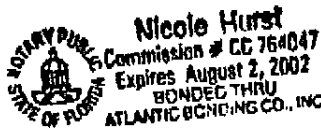
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, this day personally appeared Hugh M. Clark, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 20th day of December, 1999.

Nicole Hurst
Notary Public
(SEAL) State of Florida

My Commission Expires:



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