

P.97000036965



ACCOUNT NO. : 072100000032
REFERENCE : 340536 4362065
AUTHORIZATION *Patricia Pyjuts*
COST LIMIT : \$ 131.25

ORDER DATE : April 23, 1997
ORDER TIME : 9:29 AM
ORDER NO. : 340536-005
CUSTOMER NO: 4362065

100002151721--3

CUSTOMER: Robert M. Ercole, Esq
NEUBERGER QUINN GIELEN RUBIN &
GIBBER, P.A.
Commerce Place, 27th Floor
1 South Street
Baltimore, MD 21202

DOMESTIC FILING

NAME: KAZI FOODS OF KEY WEST, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
APR 23 1997
TAL...
97-000036965

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SN W97-9388 APR 23 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 23, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

RESUBMIT

SUBJECT: KAZI FOODS OF KEY WEST, INC. Please give original submission date as file date
Ref. Number: W97000009388

We have received your document for KAZI FOODS OF KEY WEST, INC. and the authorization to debit your account in the amount of \$131.25. However, the document has not been filed and is being returned for the following:

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 797A00020791

APR 23 1997
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KAZI FOODS OF KEY WEST, INC.

ARTICLES OF INCORPORATION

FILED
97 APR 23 PM 3:00
TALLAHASSEE, FLORIDA

The undersigned individual does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit pursuant the provisions of the Florida Business Corporation Act (the "Act").

FIRST: The name of the corporation (which is hereafter called the "Corporation") is:

Kazi Foods of Key West, Inc.

SECOND: The street address of the principal office of the Corporation is 3671 Sunswept Drive, Studio City, California 91604. The mailing address of the Corporation is c/o Kazi Foods, Inc., 3671 Sunswept Drive, Studio City, California 91604.

THIRD: The total number of shares of stock which the Corporation has authority to issue is five thousand (5,000), all of which shall be common stock without par value.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company. The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and address of the incorporator are as follows:

Robert M. Ercole, Esquire
The Alex Brown Building
27th Floor
One South Street
Baltimore, Maryland 21202-3201

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the bylaws of the Corporation but which shall never be less than the number required by the Act, as amended. The names of the initial directors, each of whom shall act until the first annual meeting and until his or her successor is elected and qualified, are:

Zubair Kazi
3671 Sunswept Drive
Studio City, California 91604

SEVENTH: The purposes for which the Corporation is formed are as follows: to own and operate fast-food and carry-out franchised restaurants, and to conduct and engage in such other lawful trades, businesses, and activities for which corporations may be organized under the Act as

the board of directors may from time to time determine; and the Corporation shall have all of the general powers granted by law to corporations organized under the laws of the State of Florida and all other powers necessary or appropriate to such purposes not specifically prohibited by law.

EIGHTH: The Corporation shall, to the fullest extent permitted by the provisions of the Act, as amended, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on this 22nd day of April, 1997, acknowledging the same to be his act.



Robert M. Ercole

Having been named as registered agent and to accept process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: *Karen B. Rozar*
Name: _____
Title: **Karen B. Rozar, As Its Agent**

FILED
97 APR 23 11:00:00
TALLAHASSEE, FLORIDA