

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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K2 Restaurant Group,  
Inc.

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DIVISION OF CORPORATION

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Name Reservation \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: DRL      8/6      8:30  
Name                      Date                      Time

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

RP  
8-6-97

**ARTICLES OF INCORPORATION**

**OF**

**K2 RESTAURANT GROUP, INC.**

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DIVISION OF CORPORATIONS

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The undersigned incorporator, for the purpose of forming a corporation pursuant to the laws of the State of Florida, hereby signs and adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the Corporation shall be:

**K2 RESTAURANT GROUP, INC.**

**ARTICLE II - EXISTENCE**

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by and with the Department of State and shall be perpetual.

**ARTICLE III - PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be:

771 Village Boulevard - Store 211  
West Palm Beach, Florida 33409

**ARTICLE IV - PURPOSES**

The Corporation may engage in any and all businesses and activities permitted by the laws of the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

#### ARTICLE V - SHARES

The maximum number of shares which the Corporation shall have the authority to issue shall be 1000 shares of common stock with a par value of \$1.00 per share.

#### ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and office is:

David A. Beale, Esq.  
11894 Island Lakes Lane  
Boca Raton, Florida 33498

#### ARTICLE VII - BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation. The names and street addresses of the first members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Address</u>
(1st) Robert B. Kimmel	771 Village Boulevard - Store 211 West Palm Beach, Florida 33409
(2 <sup>nd</sup> ) Turgut Kaytmaz	200 Clematis Street West Palm Beach, FL 33401

#### ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
David A. Beale	One Boca Place - Suite 218A 2255 Glades Road Boca Raton, Florida 33431

The undersigned incorporator states that the foregoing is true and has executed these Articles of Incorporation this 30th day of July, 1997.

DAVID A. BEALE, Incorporator

By David A. Beale  
Signature

Sworn to and subscribed before me by David A. Beale ( who is personally known to me)  
or (                      who produced identification as follows                      )

Notary Public of the State of Florida:

Shirley A. Stevens  
Signature

Notary Stamp or Commissioned Name of Notary:



\_\_\_\_\_

My commission expires:

\_\_\_\_\_

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DIVISION OF CORPORATE  
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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

Of

**K2 RESTAURANT GROUP, INC.**

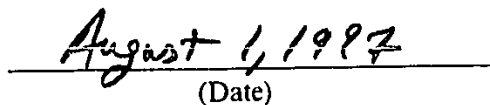
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **K2 RESTAURANT GROUP, INC..**
  
2. The name and address of the registered agent and office is:

David A. Beale, Esq.  
11894 Island Lakes Lane  
Boca Raton, Florida 33498

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

  
David A. Beale

  
(Date)