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November 22, 2000

Secretary of State
Division of Corporations
409 East Gaines Street
Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 27 PM 4: 26

RE: The Palace Restaurants, Inc.

Gentlemen:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-referenced profit corporation. Please file these Articles and return a certified copy of same to this office. A check for \$122.50 for the filing fee is enclosed.

Thank you.

Sincerely yours,

DAVID A. LUCZAK, ATTORNEY AT LAW, PA


David A. Luczak

DAL:lsk

Enclosure

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 11/29/00

EFFECTIVE DATE

11/22/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
THE PALACE RESTAURANTS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is **THE PALACE RESTAURANTS, INC.**

ARTICLE II

DURATION: This corporation shall have perpetual existence and shall begin its existence on the date of execution and acknowledgment of these Articles.

ARTICLE III

PURPOSE: This corporation is organized for the following purposes:

A. Food service and restaurant servicing the general public and private functions;

B. To conduct the transaction of any or all lawful business which the corporation may be permitted to conduct under the laws of the State of Florida;

C. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal

property, including franchise, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries;

D. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness as required;

E. To purchase the corporate assets of any other corporation and engage in the same or other character of business;

F. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other government, and while the owner of such stocks, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to issue 1,000 shares of ONE (\$1.00) DOLLAR par value common stock, which shall be designated "Common Shares".

Capital stock may be paid for in cash, services or tangible or intangible property at a just value as may be fixed by the Board of Directors of the corporation without reduction being accomplished by any action requiring or making an amendment to these Articles of Incorporation.

ARTICLE V

PREFERENCES, LIMITATIONS AND RIGHTS OF SHARES OF CAPITAL STOCK:

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER: The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE VII

PREEMPTIVE RIGHTS: Every shareholder, upon the same for cash or any new stock of this corporation of the same kind, class or series as that which he already holds, 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 VIII

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered and principal office of this corporation is:

401 Althea Road, Belleair, Florida 33756.

The name of the initial registered agent of this corporation is:

DONALD ALLI
401 Althea Road
Belleair, Florida 33756

ARTICLE IX

INITIAL BOARD OF DIRECTORS: This corporation shall have two (2) directors 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 (1). The names and addresses of the initial Directors of this corporation are:

YUKSEL BASARIR
DONALD ALLI
401 Althea Road
Belleair, Florida 33756

ARTICLE X

INCORPORATORS: The name and address of the persons signing these Articles is:

DONALD ALLI
YUKSEL BASARIR
401 Althea Road
Belleair, Florida 33756

ARTICLE XI

BYLAWS: The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE XII

CUMULATIVE VOTING: At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII

SHAREHOLDER QUORUM AND VOTING: Fifty-One (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV

POWERS: This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XV

MEETING BY CONFERENCE TELEPHONE: Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XVI

ACTION BY DIRECTORS WITHOUT A MEETING: The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XVII

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

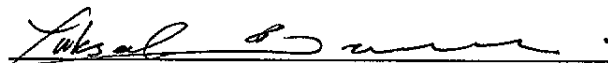
ARTICLE XVIII

AMENDMENT: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 22 day of November, 2000.



DONALD ALLI



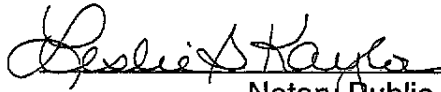
YUKSEL BASARIR

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **DONALD ALLI and YUKSEL BASARIR**, who produced Florida Driver's Licenses as identification and did not take an oath, and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid, this 22nd day of November, 2000.



Notary Public

My commission expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THE PALACE RESTAURANTS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Belleair, County of Pinellas, State of Florida, has named **DONALD ALLI**, located at 401 Althea Road, Belleair, Florida 33756, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



DONALD ALLI

DATE: November 22, 2000.