

1201 BAYS STREET
TALLAHASSEE, FL 32301
904-222-0171
FAX 904-222-0171

800-342-8086



P9500063928

ACCOUNT NO. : 0721000000002

REFERENCE : 660960 9100A

AUTHORIZATION : *Patricia Projects*

COST LIMIT : 9 122.50

ORDER DATE : August 16, 1995

ORDER TIME : 12:43 PM

SECRETARY OF STATE

ORDER NO. : 660960

CUSTOMER NO: 9100A

CUSTOMER: Susan Hayes, Legal Asst
GEORGE L. HAYES, III, ESQ

Suite 303
696 First Avenue North
St. Petersburg, FL 33701

DOMESTIC FILING

NAME: ORLANDO FAST FOODS, INC.

FILED
95 AUG 17 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: _____

T. BROWN AUG 18 1995

FILED
95 AUG 17 AM 9 45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ORLANDO FAST FOODS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ORLANDO FAST FOODS, INC.

The address of the principal office of this corporation shall be 13129 Cimarron Circle North, Largo, Florida 34644, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, 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 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Daniel W. Youness Dir.	13129 Cimarron Circle North Largo, Florida 34644
Angeline Youness Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Daniel W. Youness Pres.	13129 Cimarron Circle North Largo, Florida 34644
Angeline Youness Sec./Treas.	Same

ARTICLE VIII. INCORPORATOR

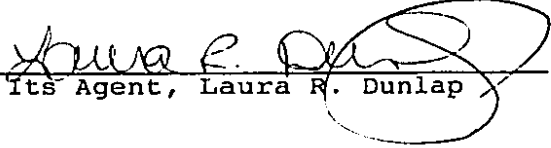
The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on August 17, 1995.

CORPORATION SERVICE COMPANY

By: _____


Its Agent, Laura R. Dunlap

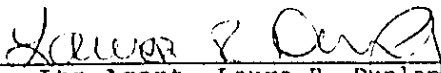
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95 AUG 17 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: _____


Its Agent, Laura R. Dunlap

CLD/dgs

P95000063928

GEORGE L. HAYES III, P.A.

400 FIRST AVENUE NORTH
SUITE 503
ST. PETERSBURG, FLORIDA 33701

(City, State, Zip) (Phone #)

OFFICE USE ONLY

[Handwritten signature]

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

95 SEP -1 AM 8:53
SEARCHED
SERIALIZED

RA Chg.

VS SEP 11 1995

Examiner's Initials _____

Charter P. 95000063928
Date filed August 17, 1995

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the provisions of Sections 607.034 and 607.037, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is:

Orlando Fast Foods, Inc.

2. The name and address of its present registered agent is:

CORPORATION INFORMATION SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FLORIDA 32301

3. The name and street address to which its registered agent is to be changed is:

GEORGE L. HAYES III, SERVICES, INC.
696 1ST AVENUE NORTH - SUITE 303
ST. PETERSBURG, FLORIDA 33701

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

5. Such change was authorized by resolution adopted by its Board of Directors.

DATED: 8/29/95

by [Signature] as President

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATION OF SECTION 607.325, FLORIDA STATUTES.

GEORGE L. HAYES III, SERVICES, INC.

By: [Signature]
GEORGE L. HAYES III
Dated 8/29/95

95 SEP - 1 AM 8:53

P95000063928

GEORGE L. HAYES III, P.A.

888 FIRST AVENUE NORTH SUITE 303
ST. PETERSBURG, FLORIDA 33701

(813) 864-5728
FAX (813) 822-1834

GEORGE L. HAYES III
DANIEL J. RIGG

January 15, 1996

Via Regular Mail

Department of State
Division of Corporations
State of Florida Post Office Box 6327
Tallahassee, FL 32314

700001691487
-01/18/96--01023--017
*****96.25 *****96.25

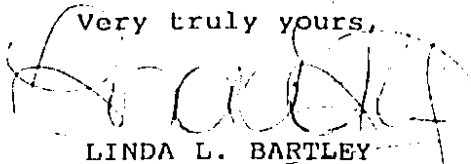
RE: Orlando Fast Foods, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Amendment to Articles of Incorporation of Orlando Fast Foods, Inc. amending same to change the name of the Corporation to Clancy's Tavern, Inc. Also enclosed is our check #2928 in the amount of \$96.25 which represents payment of the filing fee for Articles of Amendment (\$35.00), certified copies of the Amendment (\$52.50) and certificate of status (\$8.75).

Trusting you will find everything in order. Should you have any further questions, please do not hesitate to contact this office.

Very truly yours,



LINDA L. BARTLEY

LLB
Enclosures
File No. 0124-0017

youness\clancys\divcorp.11

SH 1/22
NC

95 JAN 17 AM 10:31

SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

ORLANDO FAST FOODS, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE I. ENTITLED NAME, IS HEREBY AMENDED TO CHANGE THE NAME OF THE CORPORATION FROM ORLANDO FAST FOODS, INC. TO:

CLANCY'S TAVERN, INC.

96 JAN 17 AM 10:31

SECRETARY OF STATE
CORPORATION DIVISION

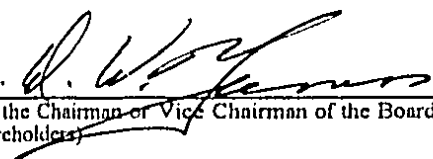
SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: JANUARY 03, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
- "The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 3RD of JANUARY, 19 96.

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

DANIEL W. YOUNESS, SR.

Typed or printed name

DIRECTOR

Title

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION FOR REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Sandra U. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P95000063928

Corporation Name

CLANCY'S TAVERN, INC.

Principal Place of Business

~~10125 CIMARRON CIRCLE NORTH
LARGO FL 34644~~

Mailing Address

~~13129 CIMARRON CIRCLE NORTH
LARGO FL 34644~~

FILED
96 OCT 21 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



If above addresses are incorrect in any way, file through nearest information and other correction below

2. How Principal Office Address, if Applicable
4055 Tyrone Blvd N.
State Apt # etc

3. How Mailing Office Address, if Applicable
4055 Tyrone Blvd N.
State Apt # etc

4. Date incorporated or Qualified To Do Business in Florida 08/17/1995

5. FEI Number 59-333 0913 Applied For Not Applicable

6. CERTIFICATE OF STATUS DESIRED \$8.75 Additional Fee required for a Certificate of Status

City & State
St. Petersburg
Pinellas

City & State
St. Petersburg, Fl.
Pinellas

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1. Title	2. Name of Officers and/or Directors	3. Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4. City / State / Zip
PD	YOUNESS, DANIEL W	13129 CIMARRON CIRCLE NORTH	LARGO FL 34644
STD	YOUNESS, ANGELINE	13129 CIMARRON CIRCLE NORTH	LARGO FL 34644

600001985786--S
-10/25/96--01038--003
***375.00 ***375.00

REINSTATEMENT

96
uH

8. Name and Address of Current Registered Agent

GEORGE L. HAYES III, SERVICES, INC.
~~690 1ST AVE. NO., SUITE 303
ST. PETERSBURG FL 33701~~

9. Name and Address of New Registered Agent

Name
Street Address (P.O. Box Number is Not Acceptable)
Barnett Tower, One Progress Plaza
Suite, Apt #, Etc.
Suite 1210
City
St. Petersburg
State
FL
Zip Code
33701

CRREG-07(96)

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of Registered Agent
REGISTERED AGENT MUST SIGN

Date 9/25/96

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes No (See other side for information on intangible tax.)

I certify that I am an officer or director of the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(a), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE: W. W. [Signature] Pres
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date 9/25/96 (813) 3816585
Date Daytime Phone #