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LAW OFFICES
REISMAN & ASSOCIATES, P.A.

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Boca Raton, Florida 33486

SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 20 PM 4:02

TELEPHONE (561) 361-9300

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November 17, 1998

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

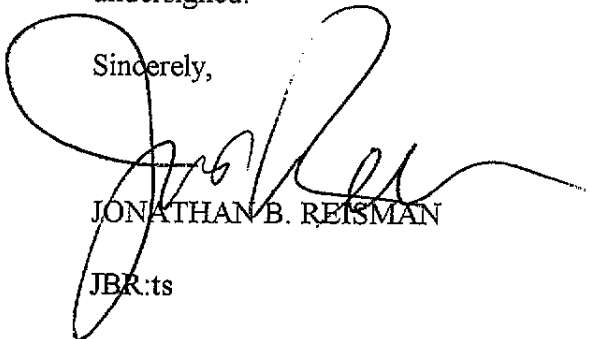
Re: Diversified Restaurant Holdings, Inc.

700002692457--4
-11/20/98--01024--005
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed is an original and two copies of the Articles of Incorporation of the above-named company and our check in the amount of \$70. Please address any correspondence in this matter to the undersigned.

Sincerely,


JONATHAN B. REISMAN

JBR:ts

Enclosures

**ARTICLES OF INCORPORATION
OF
DIVERSIFIED RESTAURANT HOLDINGS, INC.**

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FIRST: The name of the corporation is Diversified Restaurant Holdings, Inc.
(the "Corporation").

SECOND: The corporation is authorized to issue twenty five million (25,000,000) shares of Common Stock, \$.001 par value, which shall be designated "Common Shares" and five million (5,000,000) shares of Preferred Stock, \$.001 par value, which shall be designated "Preferred Shares." The Preferred Shares shall be designated and issued in such series and upon such terms and conditions as the Board of Directors may from time to time see fit. Such terms and conditions shall include, but not be limited to, the entitlement of the holders of the Preferred Shares to (a) cumulative, non-cumulative or partially cumulative dividends, (b) the preference over any other class or classes of shares as to the payment of dividends, (c) the preference in the assets of the corporation over any other class or classes of shares upon the voluntary or involuntary liquidation of the corporation, (d) the convertibility, if any, into shares of any other class or into shares of any series of the same or any other class, and (e) voting rights, if any.

THIRD: The Corporation is organized for the purpose of transacting any and all lawful business.

FOURTH: The number of directors constituting the initial Board of Directors of the corporation is one and the name and address of the person who is to serve as the initial director is:

Larry M. Reid
4 Via Lucindia North
Stuart, Florida 34996

FIFTH: The name and address of the incorporator, the street address of the

Corporation's initial registered office and the name of its initial registered agent at that office are:

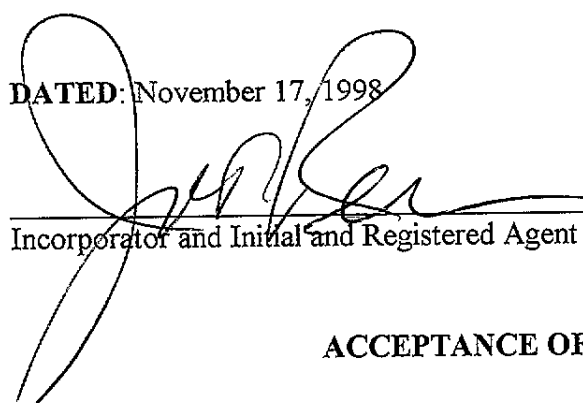
Jonathan B. Reisman
5100 Town Center Circle
Boca Raton, FL 33486

SIXTH: The street address of the initial principal office and the mailing address of the corporation is:

4 Via Lucindia North
Stuart, Florida 34996

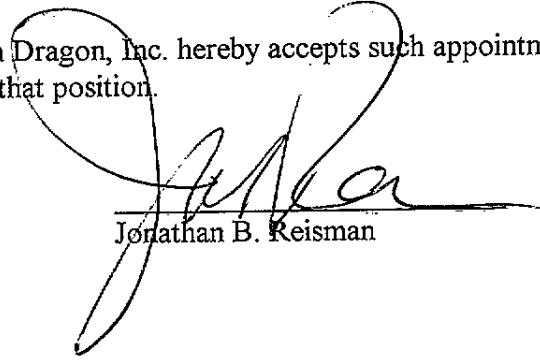
SEVENTH: The Corporation elects not to be governed by Section 607.0901 of the Florida Business Corporation Act.

DATED: November 17, 1998


Incorporator and Initial and Registered Agent

ACCEPTANCE OF REGISTERED AGENT

The undersigned registered agent for southern Dragon, Inc. hereby accepts such appointment and is familiar with, and accepts the obligations of that position.


Jonathan B. Reisman

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