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February 28, 2001

Secretary of State
State of Florida
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

FILED
01 MAR -5 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Pavilion Food Bazaar, Inc.

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-03/05/01--01065--006
*****78.75 *****78.75

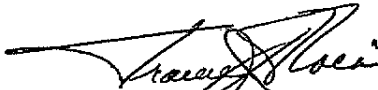
Dear Sir:

With regard to the above matter, please find enclosed original and one copy of Articles of Incorporation which I would appreciate your filing. I also enclose my trust account check in the amount of \$78.75 to cover the following costs:

Filing Fee	\$ 70.00
Certified Copy Fee	\$ 8.75
Total	\$ 78.75

Please return a certified copy of the Articles of Incorporation to me at your earliest convenience.

Very truly yours,



FRANK J. ALOIA
FJA:djb
Enc.

3-7-01
WCO

**ARTICLES OF INCORPORATION
OF
PAVILION FOOD BAZAAR, INC.**

FILED
01 MAR -5 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby execute these Articles of Incorporation for the purpose of becoming a corporation organized under the laws of the State of Florida, by and under the provisions of the Statutes of said State providing for the formation, liability, rights, privileges and immunities of a corporation.

ARTICLE I

(Name)

The name of this corporation shall be: **PAVILION FOOD BAZAAR, INC.**

ARTICLE II

(Duration)

The corporation is to commence its corporate existence on the date of filing these Articles of Incorporation with the Florida Department of State and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

(Purpose)

The general nature of the business to be transacted by this corporation is as follows:

To own, conduct, operate, maintain and carry on the business of fast food concessions, and to prepare and sell foods and beverages of all kinds, and to do all things incidental and necessary to the operation of such business. To purchase, rent, lease, design, patent, manufacture, produce and otherwise acquire, own, hold, deal in, prepare for market, sell, exchange and otherwise dispose of, operate, provide service for, and deal with

any and all types of concession machinery and equipment, cooking equipment, vending devices and merchandise incidental or related thereto, whether operated manually, mechanically, electrically, or otherwise, now in use or which may be hereafter invented or created.

To buy, sell, rent or lease new and used trucks, trailers and other motor vehicles of every type and description incidental to conducting a fast food concession business.

To erect, construct, establish, purchase, lease and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell and otherwise dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, automats, buffets, diners, delicatessens, lunch rooms, coffee shops, tea rooms, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places and establishments of every kind and description and generally to conduct the business of restaurateurs, caterers, innkeepers, bakers, butchers, cooks, concessionaires, and purveyors, suppliers, preparers, servers, and dispensers of food and drink; and to engage in all activities, to render all services and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein.

To engage in any other lawful activity or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV

(Stated Capital)

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

Each outstanding share shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V

(Preemptive Rights)

Every Shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

(Board of Directors)

All corporate powers and business affairs of the corporation shall be exercised by and managed under the direction of a Board of Directors.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation.

The name and street address of the members of the first Board of Directors, the President, Secretary and Treasurer who, subject to the Bylaws of the Corporation, shall hold office for the first year of the existence of the corporation, or until their successors are elected or appointed and have qualified are as follows:

NAME	ADDRESS	POSITION
HOWARD HUTTNER	534 Coral Dr. Cape Coral, FL 33904	President/ Secretary/ Treasurer

ARTICLE VII

(Principal Office)

The principal office and mailing address of this corporation is **534 Coral Drive, Cape Coral, FL 33904.**

ARTICLE VIII

(Initial Office and Registered Agent)

The street address of the initial registered office of the corporation is **534 Coral Drive, Cape Coral, Fl 33904.**

The name of the initial Registered Agent of this corporation at that office is **HOWARD HUTTNER.**

ARTICLE IX

(Incorporator)

The name and street address of the person signing these Articles of Incorporation

is:

HOWARD HUTTNER
534 Coral Drive
Cape Coral, FL 33904

ARTICLE X

(Bylaws)

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any Bylaws adopted by the Shareholders if the Shareholders provide that the Bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XI

(Amendment)

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

ARTICLE XII

(Special/Regular Meetings)

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone, as provided by law, but regular meetings of the Board of Directors must be attended in fact, in person by each Director.

ARTICLE XIII

(Miscellaneous)

No person shall be required to own, hold or control stock in the corporation as a

condition precedent to holding an office in this corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid this 28th day of February, 2001.

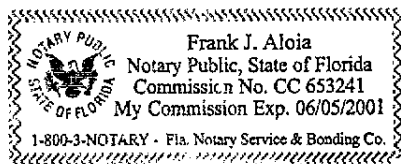



HOWARD HUTTNER

**STATE OF FLORIDA
COUNTY OF LEE**

I HEREBY CERTIFY that before me, the undersigned authority, fully authorized to administer oaths and take acknowledgments, personally appeared **HOWARD HUTTNER**, to me known to be the person who made and who subscribed the foregoing Articles of Incorporation and who, without an oath, acknowledged executing the same for the uses and purposes therein contained.

WITNESS my hand and official seal this 28th day of February, 2001.

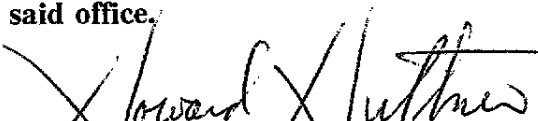




Notary Public

ACCEPTANCE BY REGISTERED AGENT

HOWARD HUTTNER, Registered Agent, having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, hereby accepts to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.



HOWARD HUTTNER