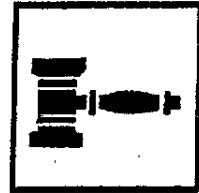


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Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

FILED
00 JAN 10 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Melbourne Diner Restaurant Inc

Gentleman/Madam:

Enclosed is an original and one copy of Articles of Incorporation for the above named Corporation. In addition, a check in the sum of \$ 78.75 which represents the following:

filing fee & Certificate

Please file the original of the enclosed Articles of Incorporation and return the necessary paperwork to the undersigned.

Yours very truly,

Connie L. Embury
Connie L. Embury

ARTICLES OF INCORPORATION
OF
MELBOURNE DINER RESTAURANT INC.

FILED
00 JAN 10 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, INCORPORATOR, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be MELBOURNE DINER RESTAURANT INC.
The principal place of business of this corporation shall be:
1703 South U.S. #1, Melbourne, Florida 32905.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:
One Hundred (100) shares at no par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, is:


FRANK GALLO
280 So. Atlantic Avenue #B
Cocoa Beach, Florida 32931

ARTICLE VI INCORPORATORS

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

FRANK GALLO
280 So. Atlantic Avenue #B
Cocoa Beach, Florida 32931

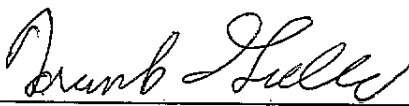
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5 day of January, 2000.


FRANK GALLO
Incorporator

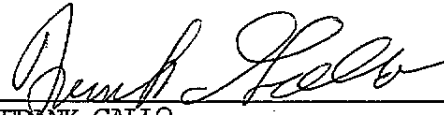
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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: MELBOURNE DINER RESTAURANT INC.
2. The name and address of the registered agent and office is: FRANK GALLO, 1703 South U.S. #1, Melbourne, Florida 32905.


FRANK GALLO
Title: President
Date: 1/5/00

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 OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.



FRANK GALLO

Registered Agent:

Date:

1/5/00

FILED
JAN 10 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA