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ACCOUNT NO. : 072100000032

REFERENCE : 603633 6465A

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 78.75

ORDER DATE : February 28, 2000

ORDER TIME : 1:29 PM

ORDER NO. : 603633-005

CUSTOMER NO: 6465A

CUSTOMER: Ms. Julie Hiner
GILES & ROBINSON, P.A.
GILES & ROBINSON, P.A.
P. O. Box 2631

300003150103-1

Orlando, FL 32802

DOMESTIC FILING

NAME: K & S STEAK COMPANY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 28 PM 4:42

RECEIVED
00 FEB 28 PM 2:23
DIVISION OF CORPORATIONS
TALLAHASSEE
FLORIDA

EFFECTIVE DATE

2/25/00

ARTICLES OF INCORPORATION

OF

K & S STEAK COMPANY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 FEB 28 PM 4:42

The undersigned incorporators make and file with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is: K & S STEAK COMPANY, INC.

ARTICLE II

Principal Office/Mailing Address

The principal office and mailing address of the corporation shall be 2047 E. Irlo Bronson Highway, Kissimmee, Florida 34744-4416 until such time as the corporation notifies the Department of State of the State of Florida of any change.

ARTICLE III

Term of Existence

This corporation shall commence effective upon execution of these Articles and shall have perpetual existence.

ARTICLE IV

Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE V

Capital Structure

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE VI
Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be Harold L. Downing. The street address of the initial registered office of this corporation, which is identical with the business office of the registered agent, is 390 N. Orange Ave., Ste. 800, Orlando, FL 32801.

ARTICLE VII
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

ARTICLE VIII
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignations, removal from office or deaths:

<u>Name</u>	<u>Address</u>
Jerry Batlemento	2047 E. Irlo Bronson Highway Kissimmee, FL 34744-4416
Edward Ballesteros	2047 E. Irlo Bronson Highway Kissimmee, FL 34744-4416

ARTICLE IX
Incorporators

The names and street addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Jerry Batlemento	2047 E. Irlo Bronson Highway Kissimmee, FL 34744-4416
Edward Ballesteros	2047 E. Irlo Bronson Highway Kissimmee, FL 34744-4416

ARTICLE X

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE XI

Indemnification


The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, as provided by the Bylaws.


ARTICLE XII

Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

The incorporators executed these Articles of Incorporation this 25th day of February, 2000.


Jerry Batlemento, Incorporator

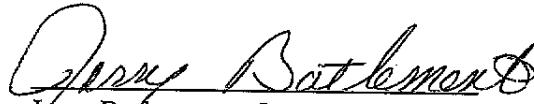

Edward Ballesteros, Incorporator


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

In compliance with Chapter 607.0501, Florida Statutes, the following is submitted:

That K & S STEAK COMPANY, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Kissimmee, State of Florida, has named Harold L. Downing located at 390 N. Orange Ave., Ste. 800, City of Orlando, State of Florida as its agent to accept service of process within Florida.

The street address of the registered office and the street address of the business of the registered agent are identical.


Jerry Baflemento, Incorporator


Edward Ballesteros, Incorporator

Dated: February 25, 2000

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.


Harold L. Downing, Registered Agent

Dated: 2/25/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 28 PM 4:42