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March 31, 2000

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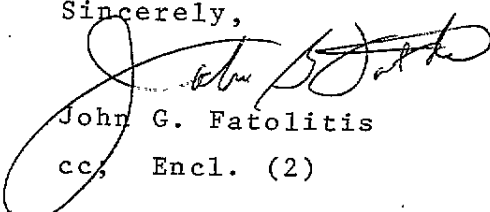
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of Nick's Pizza & Seafood
Palm Harbor, Inc.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation of captioned corporation together with check for filing fees and designation of resident agent. *check for \$ 70.00.*

Sincerely,


John G. Fatolitis

cc, Encl. (2)

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF ~~NICK'S PIZZA & SEAFOOD PALM HARBOR, INC.~~
~~SEAFOOD PALM HARBOR, INC.~~

The undersigned acting as incorporators of a Corporation adopt these Articles of Incorporation and form a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

NAME: The name of the Corporation is Nick's Pizza & Seafood Palm Harbor, Inc.

TERM OF EXISTENCE: The date when the corporate existence will commence is upon the filing of these Articles of Incorporation, in accordance with the provisions of Section 607.0203(1) of the Act, and the Corporation will have perpetual existence thereafter unless dissolved according to law.

PURPOSE: The purpose for which the Corporation is organized is to purchase and operate restaurants and eating establishments and to conduct any and all businesses permitted under the laws of the State of Florida.

PRINCIPAL OFFICE: The initial principal office and street address of said principal office is 30610 U.S. Highway 19 North, Palm Harbor, Florida 34684 and the mailing address shall be 709 Lighthouse Drive, Tarpon Springs, Florida 34689.

CAPITAL STOCK: The Corporation is authorized to issue one thousand shares of one dollar (\$1.00) par value common stock, which will be designated Common Stock.

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of the Corporation is 30610 U.S. Highway 19 North, Palm Harbor, Florida 34684 and the name of its initial registered agent is CHRIS KIKIS. whose address is 709 Lighthouse Dr., Tarpon Springs, Fla. 34689.

DIRECTORS: The Corporation will have two (2) directors initially. The number of directors may be increased or decreased from time to time by the by-laws of the Corporation, provided that the Corporation will always have at least one (1) but no more than five (5) directors. The names and addresses of the initial directors of the Corporation, who will serve until their successors are duly elected and qualified are:

Chris Kikis 709 Lighthouse Drive, Tarpon Springs, Fla. 34689

Anthony Braccili 3065 Landing Way, Palm Harbor, Fla. 34684

INCORPORATORS: The name and address of the incorporators and shares of stock of the Corporation that each incorporator shall own are as follows:

Chris Kikis 709 Lighthouse Dr., Tarpon Springs, Florida 34689 and the amount of shares of stock to be issued to Chris Kikis shall be fifty-one(51) representing fifty-one (51) percent of the outstanding and authorized issue of stock.

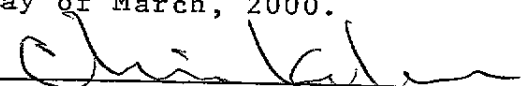
Anthony Braccili 3065 Landing Way, Palm Harbor, Florida 34684 and the amount of stock to be issued to Anthony Braccili shall be forty-nine (49) representing forty-nine (49) percent of the outstanding and authorized shares of stock.

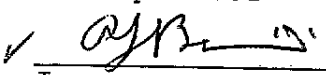
COUNTY: The principal office of the Corporation is in PINELLAS COUNTY, FLORIDA.

1-28-00
BY-LAWS: The power to adopt, alter, amend or repeal by-laws of the Corporation will be vested in the Corporation's Board of Directors in accordance with shares of stock owned by each Director.

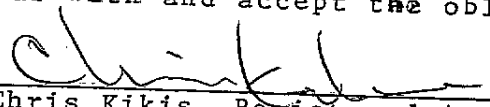
AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 31st day of March, 2000.


Incorporator - Chris Kikis

✓ 
Incorporator- Anthony Braccili

Having been named as the registered Agent for service of process for the aforementioned Corporation, Nick's Pizza & Pasta U.S. Highway 19 North, Inc., I accept the appointment as a resident agent. I am familiar with and accept the obligations of said position.


Chris Kikis, Registered Agent
for Service of Process, etc.

CERTIFICATE OF DESIGNATION OF 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 is: NICK'S PIZZA & SEAFOOD PALM HARBOR, INC.
30610 U.S. Highway 19 North, Palm Harbor, Florida 34684
2. The name and address of the registered agent and office is:

Chris Kikis 709 Lighthouse Drive, Tarpon Springs, Florida 34689

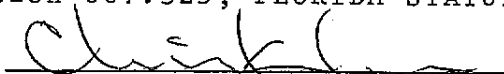

Chris Kikis - Corporate Officer

President

Title

Date: March 31, 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 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.


Chris Kikis

Date: March 31, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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