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May 23, 2000

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32399

100003265921--0

-05/24/00--01106--003

\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: HALCO Restaurant of Florida, Inc.

Dear Sir or Madam:

In connection with the above referenced corporation, enclosed please find the original and one copy of the Articles of Incorporation to be filed with the Secretary of State. I also enclosed our firm check payable to the Secretary of State in the amount of \$78.75 for the cost of the filing fee.

Thank you for your assistance. Should you need any further information, please do not hesitate to contact this office.

Yours very truly,

*Robert J. Head, Jr.*  
Robert J. Head, Jr.

RJH/rll  
Enclosures

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00 MAY 24 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED  
00 MAY 24 PM 4:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HALCO Restaurants of Florida, Inc.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of this Corporation is HALCO Restaurants of Florida, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be: 4412 Gran Meadows Lane, Jacksonville, Florida 32258.

ARTICLE III - DURATION

This corporation shall commence business upon filing with the Secretary of State, and thereafter shall exist perpetually.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 4412 Gran Meadows Lane, Jacksonville, Florida 32258, and the name of the Corporation's initial registered agent at that address is Edward Quintard.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these articles is:

Edward Quintard

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1).

The names and addresses of the initial directors of the corporation are:

Edward Quintard  
4412 Gran Meadows Lane  
Jacksonville, Florida 32258

Brian Bickel  
4760 Hwy. 90 West  
Lake City, FL 32055

#### ARTICLE VIII - PURPOSE

The purpose of this Corporation is:

- (a) To own and operate restaurant facilities and the doing of any and all things related thereto.
- (b) The ownership, purchase, sale, mortgage or pledge, and the dealing in and with all kinds and manner of property, whether real, personal, tangible or intangible.
- (c) The transaction of any and all other lawful business for which corporations may be incorporated and the doing of all lawful things related thereto.

#### ARTICLE IX- RESTRAINT ON TRANSFER OF SHARES

The shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

#### ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 22nd day of May, 2000.

Ed Quintard  
Edward Quintard, Incorporator

STATE OF FLORIDA  
COUNTY OF CLAY

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Edward Quintard, who executed the foregoing Articles of Incorporation, and \_\_\_\_\_ who is personally known to me or \_\_\_\_\_ who produced the following identification. \_\_\_\_\_ (check one).

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this \_\_\_\_\_ day of May, 2000.

[Signature]  
Notary Public, State of Florida  
(Official Stamp)



Robert J. Head, Jr.  
MY COMMISSION # CC593782 EXPIRES  
December 8, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

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

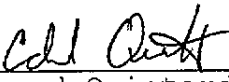
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In pursuant of Chapter 48.091, Florida Statutes, the following  
is submitted in compliance with said Act:

First - HALCO Restaurants of Florida, Inc., desiring to  
organize under the laws of the State of Florida, with its principal  
office as indicated in the Articles of Incorporation at 4412 Gran  
Meadows Lane, County of Duval, State of Florida, has named Edward  
Quintard, of 4412 Gran Meadows Lane, Jacksonville, Duval County,  
Florida (32258), as its agent to accept service of process within  
this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-  
stated corporation, at the place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with the  
provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Edward Quintard, Registered Agent

FILED  
00 MAY 24 PM 4: 26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA