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June 9, 2000

FILED
JUN 12 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
The State of Florida
Post Office Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

RE Choice Restaurants-Pensacola 2, Inc.

Gentleman

Please find enclosed:

1. Articles of incorporation for the above named
2. Two additional copies of the articles
3. A cheque for \$78.75 for filing

Please return all extra copies to us. Thanking you for your assistance, I remain

Always sincerely

David Luther Woodward

dlw/mes

BROWN JUN 16 2000

Articles of Incorporation

of

CHOICE RESTAURANTS-PENSACOLA 2, INC.,

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00 JUN 12 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is CHOICE RESTAURANTS-PENSACOLA 2, INC., a Florida corporation.

ARTICLE II

The existence of the Corporation shall begin on June 5, 2000.

ARTICLE III

The street address of the principal office of the Corporation is 730 Bayfront Parkway, Suite IV, Pensacola, Florida 32501-6250.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is One thousand (1,000) par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 730 Bayfront Parkway, Suite IV, Pensacola, Florida 32501-6250. The initial registered agent for the Corporation at that address is David Luther Woodward.

ARTICLE VI

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Name
David Luther Woodward

Address
Suite IV
730 Bayfront Parkway
Pensacola
Florida 32501-6250

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ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name
David Luther Woodward

Address
Suite IV
730 Bayfront Parkway
Pensacola
Florida 32501-6250

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on June 1, 2000.

Name: 

David Luther Woodward

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CHOICE RESTAURANTS—PENSACOLA 2, INC., a Florida corporation, at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

June 1, 2000

Name: 

David Luther Woodward