

P000000 92147

September 25, 2000

Secretary of State
Corporation Division of New Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: BABY J RESTAURANTS, INC.

400003406614--8-
-09/27/00--01071--003
*****78.75 *****78.75

To Whom It May Concern:

Enclosed is an original and one copy of the Articles of Incorporation for the above named proposed Florida Corporation. Please find enclosed a money order in the amount of \$78.75, representing payment of fees as follows:

Filing Fee	\$	35.00
Designation & Acceptance of Registered Agent		35.00
Certified Copy		8.75

TOTAL	\$	78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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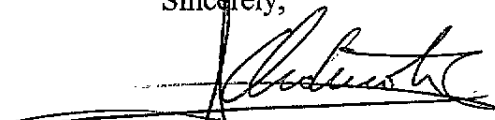
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Please file the enclosed Articles of Incorporation and return the certified copy to the following address:

DOWNTOWN BUSINESS SERVICES
7345 Sand Lake Road, Suite #412
Orlando, FL 32819

Thank you for the attention to this matter.

Sincerely,



Jorge A. Ordinola

Enclosures Articles of Incorporation (2)
 Money Order for \$78.75

ARTICLES OF INCORPORATION

OF

BABY J RESTAURANTS, INC.

ARTICLE I - NAME

The name of this corporation is:

BABY J RESTAURANTS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5171 S. John Young Parkway
Orlando, Florida 32839

ARTICLE III - GENERAL NATURE

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV - SHARES

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of common stock have a par value of \$ 1.00 per share.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

Husam J. Maali
10231 Emerald Woods Avenue
Orlando, Florida 32836

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TALLAHASSEE, FLORIDA

ARTICLE VI - DIRECTORS

This corporation shall initially have One (1) director. The number of directors may be increased from time to time by the by-laws adopted by the stockholders but shall never be less than one. The persons named as initial directors shall hold office for the first year of the existence of this corporation or until their successors are elected or appointed and have qualified, whichever comes first.

The names of the initial directors of this corporation and their street address are:

Husam J. Maali
10231 Emerald Woods Avenue
Orlando, Florida 32836

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Husam J. Maali
10231 Emerald Woods Avenue
Orlando, Florida 32836

ARTICLE VIII - TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of the filing of these articles.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a Shareholder's Meeting by at least a majority of the stock entitled to vote, unless all the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

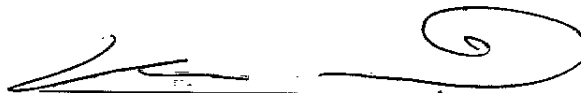
ARTICLE X - SECTION 1244

The subscriber desires the corporate stock be issued pursuant to Section 1244 of the Internal Revenue Code and to be taxed as a Subchapter S corporation.

ARTICLE XI - OFFICERS

PRESIDENT:	Husam J. Maali
VICE PRES.:	Husam J. Maali
SECRETARY:	Husam J. Maali

IN WITNESS WHEREOF the undersigned as incorporator has executed the foregoing Articles on this 25th day of September, 2000.

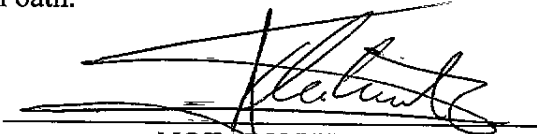


Husam J. Maali - Incorporator


STATE OF FLORIDA)

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this, the 25th day of September, 2000, by Husam J. Maali on behalf of the corporation. He is personally known to me and did not take an oath.



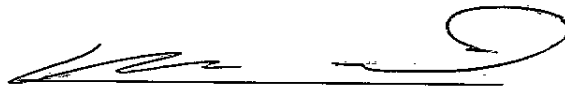
NOTARY PUBLIC

 Jorge A Ordino
★ My Commission CC677777
★ Expires September 7, 2001

ACCEPTANCE OF REGISTERED AGENT

Having been named in these Articles of Incorporation as Registered Agent to accept service of process for the above named corporation, at the place designated in Article V, the undersigned accepts the designation as Registered Agent and agrees to act in this capacity and agrees to comply with the provision of Florida law relative to keeping the designated office open.

DATE: 9/25/00

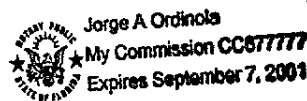

Registered Agent

STATE OF FLORIDA)

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this, the 25th day September, 2000 by Husam J. Maali on behalf of the corporation. He is personally known by me and did not take an oath.


Notary Public



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP 27 AM 11:43

FILED