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LAW OFFICES

NEILL, GRIFFIN, JEFFRIES, FOWLER, TIERNEY & NEILL

FILED

CHARTERED

311 SOUTH SECOND STREET

FORT PIERCE, FLORIDA 34950

RICHARD V. NEILL
CHESTER B. GRIFFIN
MICHAEL JEFFRIES
MICHAEL D. FOWLER
J. STEPHEN TIERNEY, III
RICHARD V. NEILL, JR.
RENÉE C. MARQUIS

00 DEC 21 AM 11:18

SECRETARY OF STATE
MAILING ADDRESS
TALLAHASSEE, FLORIDA
POST OFFICE BOX 1200
FORT PIERCE, FL 34954
TELEPHONE (861) 464-8200
FAX (861) 464-2566

December 19, 2000

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

500003510315--4
-12/21/00--01050--010
*****78.75 *****78.75

Re: Best Food Restaurant, Inc.

Dear Sir/Madam:

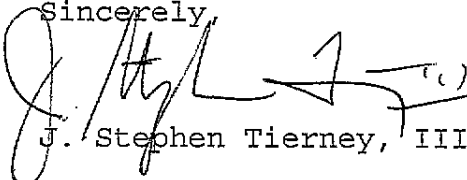
Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporation. Please file the original, certify and indicate the filing date on the copy, and return the certified copy to me.

Also enclosed is a check covering the fees and charges for the items listed below, as indicated:

A. Articles Of Incorporation filing fee:	\$ 35.00
B. Certified copy of Articles Of Incorporation:	8.75
C. Registered Agent Designation Filing Fee:	35.00
	<hr/>
	\$ 78.75

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Sincerely,


J. Stephen Tierney, III

JST/jw
Enclosures

P4

ARTICLES OF INCORPORATION
OF
BEST FOOD RESTAURANT, INC.

FILED
00 DEC 21 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is BEST FOOD RESTAURANT, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually commencing as of the date these Articles are filed with the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the Florida General Corporation Law.

ARTICLE IV - CAPITAL STOCK

The corporation shall have the authority to issue Twelve Hundred (1200) shares of common stock having a par value of ONE AND NO/100 DOLLAR (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1004 South U.S. 1, Fort Pierce, Florida 34950 and the name of the initial registered agent of this corporation at that address is I. A. Mascioli. The mailing address of the corporation is the same.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial directors of this corporation is:

I. A. Mascioli	1804 South Ocean Drive
Mary Mascioli	Fort Pierce, FL 34949

James C. Brown	1208 Texas Court
Sharon L. Brown	Fort Pierce, FL 34950

ARTICLE VII - INCORPORATOR

The name and mailing address of the person signing these Articles of Incorporation is:

I. A. Mascioli	1804 South Ocean Drive
	Fort Pierce, FL 34949

ARTICLE VIII - OFFICERS

The following named persons shall be officers of this corporation from its inception and until their successors are duly elected and qualified:

I. A. Mascioli	President
James C. Brown	Vice President
Sharon L. Brown	Secretary
Mary Mascioli	Treasurer

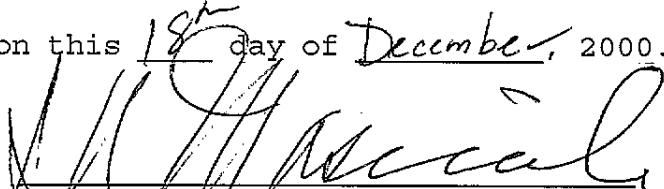
ARTICLE IX - AMENDMENT

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.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent to the full extent permitted by law.

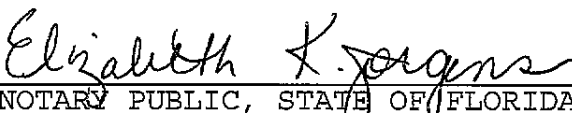
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of December, 2000.


I. A. Mascioli

STATE OF FLORIDA
COUNTY OF ST. LUCIE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared I. A. Mascioli, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 18th day of Dec., 2000.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE.

Elizabeth K. Jorgensen
(Print Name)

MY COMMISSION EXPIRES:

I.D. Produced: personally known



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

In accordance with the provisions of Chapter 48.091, Florida Statutes, BEST FOOD RESTAURANT, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Fort Pierce, County of St. Lucie, State of Florida, has named I. A. Mascioli, whose address is 1004 South U.S. 1, Fort Pierce, Florida 34950 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping said office open.

DATED: 12/18/00


I. A. Mascioli

FILED
00 DEC 21 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA