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Martin B. Farber

ATTORNEY AND COUNSELOR AT LAW

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February 6, 2002

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

000003675110--5
-02/12/01--01144--011
***131.25 ***87.50

Subject: Family Restaurants of Melbourne, Inc.

Dear Sir or Madam:

Enclosed is the original and two (2) copies of the articles of incorporation for the above named corporation, and a check in the amount of \$131.25, for the filing fee, certified copy and certificate for the corporation.

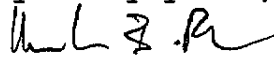
Please contact the undersigned if any additional information is required for the incorporation of this corporation.

Please send the certified copy and the certificate for each corporation to:

Martin B. Farber
5820 Main Street
Williamsville, New York 14221
716-633-7300


Thank you for your cooperation.

Very truly yours,


Martin B. Farber

02-20130.430

FILED
01 FEB 12 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION
OF
FAMILY RESTAURANTS OF MELBOURNE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: FAMILY RESTAURANTS OF MELBOURNE, INC.

The address of the principal office of this corporation shall be: 4225 Genesee Street, Buffalo, New York 14225, and the mailing address of the corporation shall be the same.

ARTICLE II - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock.

ARTICLE III - ADDRESS

The street address of the initial registered office of the corporation shall be: 2499 Glades Road, Suite 106, Boca Raton, Florida 33431, and the name of the initial registered agent of the corporation at that address is Nat Siegel.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is James Cosentino, 4225 Genesee Street, Buffalo, New York 14225.

ARTICLE VI - COMMENCEMENT OF CORPORATE EXISTENCE

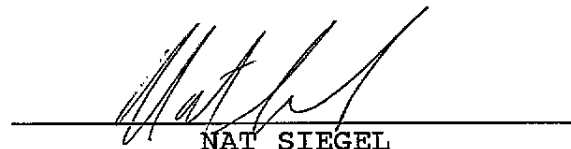
The corporation shall commence corporate existence on the day and year when these Articles are filed.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 6th day of February, 2002.


JAMES A. COSENTINO

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

NAT SIEGEL, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


NAT SIEGEL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA