

C. Michael Conter, P.A.

Law Office

720 E. Fletcher Ave., Suite 110
Tampa, Florida 33612

Tel. (813) 558-0911
Fax. (813) 558-8922

PO1000020391

VIA UPS OVERNIGHT

February 22, 2001

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

400003758034--3
-02/23/01--01055--001
*****70.00 *****70.00

Re: B&N Restaurant Group, Inc.
Articles of Incorporation

Dear Sirs:

Enclosed are an original and one copy of the Articles of Incorporation for the above proposed limited liability company, together with a check in the amount of \$70.00, which covers the filing fees.

I would appreciate your forwarding the enclosed copy of the Articles with date of filing to me at your earliest convenience.

Yours very truly,



C. Michael Conter

Fmlet/CorpArticles
CMC/kc
Enclosures

FILED
01 FEB 23 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-01

ARTICLES OF INCORPORATION

OF

B&N RESTAURANT GROUP, INC.

The undersigned for the purpose of forming a Corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is: B&N RESTAURANT GROUP, INC.

ARTICLE II

The term of the Corporation shall be perpetual.

ARTICLE III

The general purpose of this Corporation is to engage in and transact any lawful business activity permitted for a Corporation under the laws of the United States and the State of Florida and to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common One Dollar par value stock.

ARTICLE V

The principal office of this Corporation is located at 6805 W. Hillsborough Ave., Tampa, FL 33634. The Board of Directors may from time to time move the principal office of the Corporation to another address in the State of Florida.

ARTICLE VI

The number of Directors constituting the initial Board of Directors shall be one (1). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws of the Corporation, but shall never be less than one (1). The name and address of the Directors constituting the initial Board are as follows:

FILED
01 FEB 23 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME

Khanh Nguyen

ADDRESS

6805 W. Hillsborough Ave.
Tampa, FL 33634

ARTICLE VII

These Articles of Incorporation may be amended by majority vote of the outstanding shares of Common Stock or in any other manner provided for by law.

ARTICLE VIII

The name of the registered agent of the Corporation is C. Michael Conter, Esquire and the street address of the initial registered office of the Corporation is 720 E. Fletcher Ave., Suite 110, Tampa, FL 33612.

WITNESS WHEREOF, the undersigned incorporators have signed these Articles of Incorporation this 21 day of February, 2001.


Khanh Nguyen

Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of B&N Restaurant Group, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 21 day of February, 2001.


Registered Agent C Michael Conter

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 21 day of February, 2001, by C. Michael Conter, who is personally known to me or who has produced Fla

driver's license as identification.

Karen D. Conter
Print Name Karen D. Conter
Notary Public
State of Florida at Large
My commission expires:



FILED
01 FEB 23 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Cor B&N Restaur Group Art