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MJC

MICHAEL J. COOPER
ATTORNEY AT LAW

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March 8, 2001

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-03/12/01--01066--002
*****78.75 *****78.75

RE: **B & T DINER, INC.**

Dear Sirs:

Please find enclosed the original and one copy of the proposed Charter for the above referenced corporation (including designation of Resident Agent) together with a check payable to your order in the amount of \$78.75 to cover the following:

Filing fee for Charter	\$ 35.00
Certified copy of Charter	8.75
Filing fee for Certificate of Registered Agent	35.00
TOTAL:	\$ 78.75

Please return the certified copy of the Charter to me.

Thank you for your cooperation in this matter.

Sincerely yours,

Michael J. Cooper

MJC/slw
Enclosures

xc: Ms. Rebecca McCafferty
Ms. Patricia Potter

FILED
01 MAR 12 PM 1:22
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
B & T DINER, INC.**

FILED
01 MAR 12 PM 1:22
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is B & T DINER, INC. with a principal office and mailing address of 907 N. Magnolia Avenue, Ocala, FL 34475.

ARTICLE II - COMMENCEMENT AND DURATION

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V - REGISTERED OFFICE

The street address of the initial principal office and registered office of the corporation is: 907 N. Magnolia Avenue, Ocala, FL 34475. The name of its initial Registered Agent is Rebecca McCafferty.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial director(s) is/are:

REBECCA MCCAFFERTY, 907 North Magnolia Avenue, Ocala, FL 34475
PATRICIA POTTER, 907 North Magnolia Avenue, Ocala, FL 34475

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

REBECCA MCCAFFERTY, 907 North Magnolia Avenue, Ocala, FL 34475

ARTICLE VIII

This corporation is a small business corporation within the meaning of Section 1244 of the Internal Revenue Code and as soon as is practicable this corporation shall adopt a Section 1244 offering plan.

ARTICLE IX - PRE-EMPTIVE RIGHTS

The shareholder(s) may adopt, by written agreement, a plan providing for pre-emptive rights as to the issuance, sale or transfer of any stock. If such agreement exists there shall be printed on the face of all stock in a legible manner proper words to notify any holder, buyer or transferee thereof of such agreement.

EXECUTED by the undersigned person at Ocala, Marion County, Florida, on this the 8th day of March, 2001.

Rebecca McCafferty
REBECCA MCCAFFERTY
Incorporator

I, REBECCA MCCAFFERTY, accept the office of Registered Agent. I am located at 907 North Magnolia Avenue, Ocala, FL 34475, the registered office of this corporation.

Rebecca McCafferty
REBECCA MCCAFFERTY
Registered Agent

01 APR 12 PM 1:22
STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 8th day of March, 2001
by REBECCA MCCAFFERTY, as Incorporator and Registered Agent, who:

- A) is/are personally known to me OR
 X who has/have produced a driver's license OR
other identification:
B) X did OR did not take an oath.

Robin R. White

Signature of Notary Public

Print Name: ROBIN R. WHITE

AFFIX SEAL/EXPIRATION DATE:

