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October 23, 2001

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

FILED
01 OCT 24 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation of
NAUGLE FAMILY NATIONAL RESTAURANT CONCEPTS, INC.

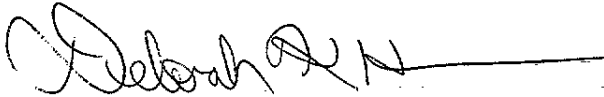
Dear Sir/ Madame:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for NAUGLE FAMILY NATIONAL RESTAURANT CONCEPTS, INC for filing, along with a check in the amount of \$78.75 to cover the cost of same.

Kindly send a certified copy of the Articles back to me in the enclosed self addressed federal express envelope.

Thank you in advance for your anticipated courtesies. If you have any questions please feel free to contact the undersigned.

Very truly yours,



Deborah K. Hausman

DKH/dh

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FILED
01 OCT 24 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
NAUGLE FAMILY NATIONAL RESTAURANT CONCEPTS, INC.**

The undersigned subscriber, Terry L. Reed, a natural person competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is: **NAUGLE FAMILY NATIONAL RESTAURANT CONCEPTS, INC.**

ARTICLE II

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida and shall have such powers as enumerated in Chapter 607, Florida Statutes, the Florida Corporation Act.

ARTICLE III

The total number of shares of stock which the corporation shall have authority to issue and which the corporation is authorized to have outstanding at any one time is Fifty Million (50,000,000) shares, which shares shall be common stock having no par value per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

Every shareholder, upon the sale for cash of any new shares of this corporation of the same kind, class or series, as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE V

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE VI

The initial address of the principal office of the corporation shall be:

Terry Reed
1991 Westhill Run
Windermere, FL 34786

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII

The corporation shall have one (1) director initially. The number of Directors may be altered, from time to time, by By-Laws adopted by the Shareholders, however, the corporation shall have no less than one (1) Director at any time.

ARTICLE VIII

The names and post office address of the first Board of Directors of this corporation, who shall hold office for the first year or until their successors are chosen, shall be:

Terry Reed
1991 Westhill Run
Windermere, FL 34786

ARTICLE IX

The name and street address of the subscriber to these Articles of Incorporation is:

Terry Reed
1991 Westhill Run
Windermere, FL 34786

ARTICLE X

The corporation shall indemnify any officers or directors or any former officers or directors to the full extent permitted by law.

ARTICLE XI

The name and street address of the initial registered agent of the corporation is:

Deborah K. Hausman, P.A.

~~6925 NW 12th Place~~

20283 State Rd 7, Suite 300

~~Fort Lauderdale 33307~~

Boca Raton, FL 33498

ARTICLE XII

These Articles of Incorporation may be amended or repealed as provided by law.

ARTICLE XIII

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone communication and as otherwise provided by law.

ARTICLE XIV

The initial officers of the corporation are:

TERRY L. REED	-	PRESIDENT
JOHN JEFF NAUGLE	-	TREASURER
DEBORAH K. HAUSMAN	-	SECRETARY

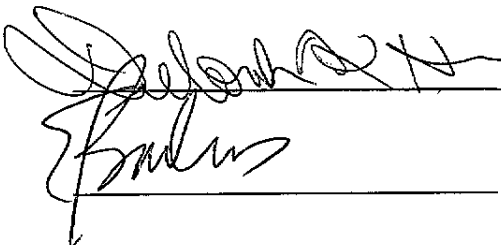
ARTICLE XV

The corporation's existence will commence upon the filing of the Articles of Incorporation.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true on this 22nd day of July, 2001.

October

WITNESSES:

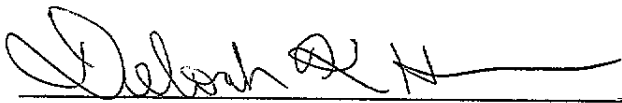



TERRY L. REED

STATE OF FLORIDA)
COUNTY OF PALM BEACH)


BEFORE ME personally appeared TERRY L. REED, to me personally known, and who executed the foregoing instrument and acknowledged that she executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 20th day of ^{October}~~July~~, 2001.



Notary Public, State of Florida
Commission No.

Deborah K Hausman
Commission CC829741
Expires April 25, 2003

 Deborah K Hausman
My Commission CC829741
Expires April 25, 2003

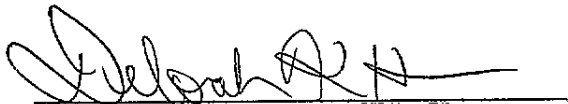
**DESIGNATION OF REGISTERED OFFICE
AND REGISTERED AGENT
AND ACCEPTANCE THEREOF**

FILED
01 OCT 24 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607, Florida Statutes, the following is submitted:

1. NAUGLE FAMILY NATIONAL RESTAURANT CONCEPTS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the city of Windermere, County of Orange, State of Florida, has named Deborah K. Hausman, 20283 State Road 7, Suite 300, Boca Raton, FL 33498 as its agent to accept Service of Process within this State.

2. Having been named as registered agent and to accept service of process for the above stated Corporation at the address designated in this certificate pursuant to the provisions of section 607, Florida Statutes, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


DEBORAH K. HAUSMAN
Registered Agent

10/22/01
Date