

CT CORPORATION

P020000003989

FILED
02 JAN 11 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Jefco Restaurants, Inc.

<input checked="" type="checkbox"/> Profit - <i>Not</i>	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> CUS
<input type="checkbox"/> Photocopies		
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

1/11/02

Order#: 5026765

800004770238--8

-01/14/02--01004--001

Ref#: *****70.00 *****70.00

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

J. BRYAN JAN 11 2002

ARTICLES OF INCORPORATION

OF

JEFCO RESTAURANTS, INC.

Pursuant to Chapter 607 and/or Chapter 621 of the Florida Statutes

The undersigned, for the purposes of forming a corporation under Chapter 607 and/or 621 of the Florida Statutes, hereby certifies as follows:

1. The name of the Corporation shall be Jefco Restaurants, Inc. (the "Corporation").

2. The principal place of business and mailing address of the Corporation shall be 417 Flamingo Avenue, Naples, Florida 34108.

3. The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Florida Statutes, provided that the Corporation is not formed to engage in an act or activity which requires the consent or approval of any state official, department, board, agency or other body.

The purposes of the Corporation shall include to acquire property, real and personal, as may be necessary to the conduct of such business.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the Corporation shall have, and may exercise, all of the powers conferred by the Florida Statutes upon corporations formed thereunder, subject to any limitations contained in said law or in accordance with the provisions of any other statute in the State of Florida.

4. The total number of shares which the Corporation shall have the authority to issue is 100 shares of Class A voting common stock, \$.01 par value and 100 shares of Class B non-voting common stock, \$.01 par value. The relative rights, preferences and limitations of each class of capital stock shall be as follows: In respect to all matters as to which the vote or the consent of the shareholders of the Corporation shall be required or shall be taken, the owners of the Class A voting common stock shall be entitled to one vote for every share of common Stock held according to the records of the Corporation. Except as otherwise provided by law, ownership of Class B non-voting common stock shall not entitle the holders thereof to vote with respect to any matter as to which the vote or consent of the shareholders of the Corporation shall be required to be taken, and all rights to vote and all voting power shall be vested solely in the holders of the Class A voting common stock. In all other respects, the rights, preferences and limitations of the two classes shall be identical.

5. The name and Florida street address of the registered agent of the Corporation is Richard Kuffa, 417 Flamingo Avenue, Naples, Florida 34108.

6. The name and address of the Incorporator is Richard Kuffa, 417 Flamingo Avenue, Naples, Florida 34108.

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7. No director of the Corporation shall be personally liable to the Corporation or its shareholders for damages for any breach of duty in such capacity, unless said breach of duty, whether an act or omission, is found by judgment of a court of competent jurisdiction or by other adjudication to have been committed in bad faith or involved intentional misconduct or knowing violation of the law, or that the director personally gained a financial profit or other advantage to which the director was not legally entitled, or that the director's acts violated Section 719 of the Business Corporation Law.

8. To the full extent authorized or permitted by law, other than by Certificate of Incorporation or By-Law provision, resolution, or agreement as provided in the following paragraph, the Corporation shall indemnify any person made, or threatened to be made, a party in any civil or criminal action or proceeding by reason of the fact that she or he or her or his testator or intestate is or was a director or officer of the Corporation, or serves or served, in any capacity, any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise at the request of the Corporation. This provision shall be in addition to and not in limitation of any other provision in the Corporation's Certificate of Incorporation or By-Laws (including without limitations the following paragraph) or any agreement or resolution providing for indemnification and permitted by law except as in the foregoing paragraph.

To the full extent permitted by law and authorized or permitted by any provision of (i) the Certificate of Incorporation or the By-Laws of the Corporation, (ii) a resolution of shareholders, (iii) resolution of directors, or (iv) an agreement providing for such indemnification, the Corporation shall indemnify (including advancement of expenses) any person made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that she or he or her or his testator or intestate is or was a director or officer of the Corporation or serves or served, in any capacity, any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise at the request of the Corporation. The Corporation's shareholders and/or the Corporation's directors are hereby authorized to adopt resolutions regarding such indemnity and expenses, and the Corporation is hereby authorized to enter into agreements regarding such indemnity and expenses.

IN WITNESS WHEREOF, this Certificate has been executed, signed and acknowledged this ____ day of January, 2002 by the Undersigned who affirms that the statements made herein are true under the penalties of perjury.


Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Registered Agent

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Dated: January 9, 2002
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STATE OF FLORIDA