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TALLAHASSEE, FLORIDA

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Law Offices of George C. Psetas, P.A.

Personal Injury • Social Security Disability

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April 23, 2002

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*****78.75 *****78.75

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: YESTERDAY'S GRILL & DILL, INC.

Dear Sir/Madam:

Enclosed herewith are the Articles of Incorporation for the corporation above referenced. Also enclosed is their check in the amount of \$78.75 which represents your filing fee. Please send a certified copy to our office.

Please feel free to contact my office with any questions.

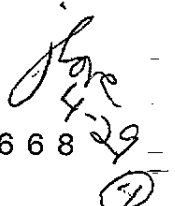
Sincerely,


GEORGE C. PSETAS

/grt
Enclosures

Signed in the
Absence of the Attorney

10816 U.S. Hwy. 19 N., Ste 105, Port Richey, FL 34668



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ARTICLES OF INCORPORATION

02 APR 25 AM 11:04

OF

YESTERDAY'S GRILL & DILL, INC.

The undersigned subscriber to these Articles of Incorporation, natural persons competent to contract, hereby file for record the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

YESTERDAY'S GRILL & DILL, INC.

The principal place of business of this corporation shall be:

29277 U.S. Highway 19N, Pinellas County, Clearwater, Florida
33761

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be:

2936 Shannon Circle, Palm Harbor, Florida 34684

The initial registered agent of the corporation is ROSALIA A. DIANA.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock 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 VII. SPECIAL PROVISIONS

It is the intent of the incorporation that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE VIII. DIRECTORS

The requirement for directors of the corporation shall be dispensed with and all powers and duties otherwise conferred upon corporate directors shall be performed and exercised by the president of the corporation.

ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the corporation shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President: Rosalia A. Diana-2936 Shannon Circle,--Palm Harbor, FL 34684

Sec./Treas.: Rosalia A. Diana-2936 Shannon Circle, Palm Harbor, FL 34684

ARTICLE X. INCORPORATORS

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

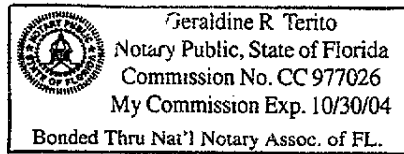
Rosalia A. Diana-2936 Shannon Circle, Palm Harbor, FL 34684



Rosalia A. Diana

STATE OF FLORIDA
COUNTY OF Pasco

The foregoing instrument was acknowledged before me this
23rd day of April, 2002 by Rosalia A. Diana.



Geraldine R. Terito
NOTARY PUBLIC
My Commission Expires:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

YESTERDAY'S GRILL & DILL, INC.

2. The name and address of the registered agent is:

Rosalia A. Diana
2936 Shannon Circle
Palm Harbor, FL 34684

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

SIGNATURE: Rosalia A. Diana

DATE: 4-23-02

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