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**Locklin
& Jones, P.A.**
ATTORNEYS AT LAW

Jack Locklin, Jr.
*Board Certified
Real Estate Attorney*

Angela J. Jones

July 5, 2002

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

900007112689--1
-08/14/02--01065--003
*****78.75 *****78.75

Re: Bri'Chae, Inc.

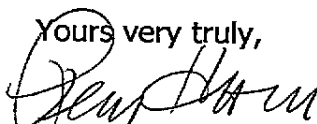
Dear Sirs:

Enclosed are an original and one copy of the Articles of Incorporation and Registered Agent Certification of **Bri'Chae, Inc.** Our firm's check in the amount of \$78.75 in payment of the following fees is also enclosed:

Filing Fee	\$35.00
Certificate Designating	
Resident Agent	35.00
Certified Copy	8.75
Total	<u>\$78.75</u>

Please file these originals and certify and return the copies of the enclosed Articles of Incorporation and Resident Agent Certification. Thank you.

Yours very truly,


Peggy Haney
Assistant to Angela J. Jones

Enclosures

FILED
2002 AUG 14 AM 9:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

✓
8/14/02

FILED

2002 AUG 14 AM 9:19

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

BRI'CHAE, INC.

ARTICLE - I

The name of this corporation is: **BRI'CHAE, INC.** The principal address of this corporation is 4367 Highway 90, Pace, Florida 32571. The mailing address of the corporation is 4367 Highway 90, Pace, Florida 32571.

ARTICLE - II

The purpose of this corporation is for operating a restaurant and any and all other lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE IV - PRE EMPTIVE RIGHTS

Each shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series of that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price of which it is offered to others.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1644 Spalding

Circle, Pensacola, Florida 32514, and the name of the initial registered agent of this corporation at that address is **Linver L. Leffel**.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Linver L. Leffel	1644 Spalding Circle Pensacola, Florida 32514
Kenneth Scott Esty	4960 Lanett Drive Pensacola, Florida 32526

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is Linver L. Leffel, Pensacola, Florida 32514.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 13 day of August, 2002.


Linver L. Leffel

STATE OF FLORIDA

COUNTY OF SANTA ROSA

BEFORE ME the undersigned Notary Public in and for the State of Florida at large, personally appeared **Linver L. Leffel**, to me well known and known to me to be the individual described in or who presented Florida Driver License as identification, and who executed the foregoing Articles of Incorporation of **BRI'CHAE, INC.** and being duly sworn acknowledged that he executed the same for the uses and purposes therein expressed.

GIVEN under my hand and official seal this the 13th day of August, 2002.


Notary Public
My commission expires: _____



Peggy Haney
Commission # DD042265
Expires Aug. 28, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

FILED

2002 AUG 14 AM 9:19

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

SECRETARY OF STATE
TALLAHASSEE FLORIDA

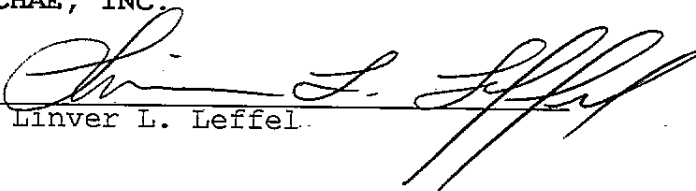
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

BRI'CHAE, INC., desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Milton, Santa Rosa County, Florida, has named Linver L. Leffel, 1644 Spalding Circle, Pensacola, Florida 32514, as agent to accept service of process within the state.

Dated this the 13 day of August, 2002.

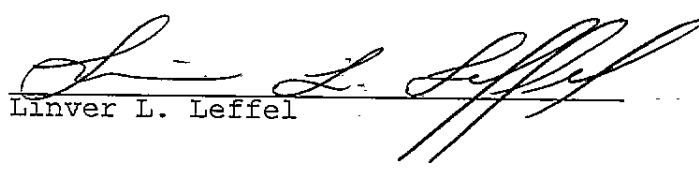
BRI'CHAE, INC.

BY:


Linver L. Leffel

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the act relative to keeping open an office.


Linver L. Leffel