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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-19-02
[Signature]

December 5, 2002

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

Re: Orpheus Café Diner, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation and the Certificate of Acknowledgement of Registered Agent, together with my check in the amount of \$78.75.

This represents the cost of Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named Corporation.

Very truly yours,

 12-5-0
James H. Mallous

Orpheus Café Diner, Inc.
1165 Estero Blvd.
Fort Myers Beach, Florida 33931
(239) 415-0361

EFFECTIVE DATE

1-1-03

02 DEC 16 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A R T I C L E S O F I N C O R P O R A T I O N

FOR

ORPHEUS CAFÉ DINER, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this Corporation shall be ORPHEUS CAFÉ DINER, INC.

ARTICLE II. ADDRESS

The principal place of business of this Corporation shall be 1165 Estero Blvd., Fort Myers Beach, Florida 33931. The Board of Directors may from time to time move the principal business office to any other address within or outside the State of Florida, and may establish branch offices in such other place or places as may be designated by the Board of Directors. The mailing address for this Corporation shall be

Orpheus Café Diner, Inc.
14061 Brant Point Circle, Unit 7403
Fort Myers, Florida 33919

ARTICLE III. NATURE OF BUSINESS

This Corporation is organized for the primary purpose of engaging in the food service business. In addition, this Corporation may engage in every phase of any and all activities or businesses permitted under the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States, and all such activities or businesses as may be permitted in any foreign country.

ARTICLE IV. TERM OF EXISTENCE

The existence of this Corporation shall begin on January 1, 2003, and continue perpetually thereafter, until dissolved according to Florida law.

ARTICLE V. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of voting common stock with a par value of one dollar (\$1.00) per share. Such stock shall be designated "Common Shares". The consideration to be paid for each share shall be as fixed by the Board of Directors, and may take the form of services rendered, cash, property, or any other form with a value, in the judgement of the Board of Directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent of this Corporation shall be:

James H. Mallous
14061 Brant Point Circle, Unit 7403
Fort Myers, Florida 33919

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in the manner provided in the By-Laws, but shall never be less than one (1). The name and street address of the initial directors of the Corporation are as follows:

James H. Mallous
14061 Brant Point Circle, Unit 7403
Fort Myers, Florida 33919

Anthony Mallous
1165 Estero Blvd.
Fort Myers Beach, Florida 33931

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is as follows:

James H. Mallous
14061 Brant Point Circle, Unit 7403
Fort Myers, Florida 33919

The subscriber to these Articles of Incorporation acknowledges same by his signature hereto.

ARTICLE IX. DIRECTOR'S POWERS

The Board of Directors shall have the power to fix or change salaries of Directors and officers; to restrict the transfer of stock by Shareholders; to indemnify Directors, officers, employees, agents and any other persons against liabilities to the full extent permitted by law; to authorize contracts or other transactions between the Corporation and one or more of its Directors or officers, individually, or businesses in which one or more of its Directors or officers hold an interest; and to exercise such other powers of the Corporation as are not inconsistent with these Articles of Incorporation or with any By-Laws that may be adopted by the Shareholders.

ARTICLE X. 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 they already hold, shall have the right to purchase their pro-rata share thereof at the price at which it is offered to others.


ARTICLE XI. SECTION 1244 STOCK

The stock of this Corporation is intended to qualify under the requirements of section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate Directors or officers to accomplish this compliance.

ARTICLE XII. AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on Shareholders herein are granted and subject to this reservation. Each amendment submitted to the Shareholders for approval shall be approved by a majority of the stock entitled to vote thereon.

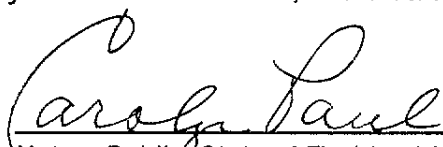
IN WITNESS WHEREOF, I the undersigned subscriber, have hereunto set my hand and seal this 5th day of December, 2002, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.


James H. Mallous, 12-5-02

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgements in the State and County set forth above, personally appeared James H. Mallous, known to me and known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal, in the State and County named above, this 5th day of December, 2003.


Notary Public, State of Florida at Large
My Commission Expires: 11/18/05



Carolyn Paul
My Commission DD071039
Expires November 18, 2005

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

FOR

ORPHEUS CAFÉ DINER, INC.

FILED
02 DEC 16 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.0501, the following is submitted:

The above Corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 14061 Brant Point Circle, Unit 7403, Fort Myers, Florida 33919, has named James H. Mallous, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as registered agent 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 Florida statutes relating to the proper and complete performance of my duties, and I acknowledge that I am familiar with and accept the obligations of my position as registered agent, this 5th day of December, 2002.

 12-5-02
James H. Mallous