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(Business Entity Name)

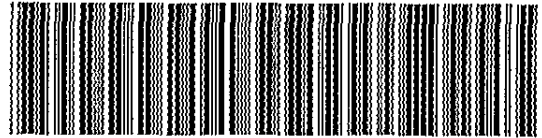
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED



ALBERT R. COOK, P.A.

ATTORNEY AT LAW

(407) 830-4009
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POST OFFICE BOX 180895
5250 So. U.S. HIGHWAY 17-92
CASSELBERRY, FLORIDA 32718-0895

January 9, 2003

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

RE: Filing of Articles of Incorporation for **TD GRILL COMPANY**

Dear Sir or Madam:

Enclosed is Articles of Incorporation for the above referenced corporation. Would you please file these Articles and return a certificate indicating the filing date and charter number. A check in the amount of \$78.75 is enclosed for your filing fee. Please don't hesitate to contact me if you require any assistance.

Sincerely yours,

A handwritten signature in cursive script, appearing to read "Albert R. Cook".

ALBERT R. COOK

ARC/ois
Encls.

CC: Client

APPROVED
AND
FILED

ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TD GRILL COMPANY

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the corporation is: TD GRILL COMPANY

Article 2. Address. The address of the principal office of the corporation is 3385 So. U.S. Hwy. 17-92, Suite 285, Casselberry, FL 32707.

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purpose. The general purposes of which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is one thousand shares of common stock. Such shares shall be of a single class and shall have a par value of one and no/100 dollars (\$1.00) per share.

Article 6. Initial Registered Office and Agent. The street address of the initial Registered Office of the corporation is 3385 So. U.S. Hwy. 17-92, Suite 285,

Casselberry, FL 32707, and the name of the Registered Agent at that address is **Troy Krahenbuhl**.

Article 7. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Director of the Corporation is as follows:

Troy Krahenbuhl
3385 So. U.S. Hwy. 17-92, Suite 285
Casselberry, FL 32707

Article 8. Incorporator. The name and address of the Incorporator is as follows:

Troy Krahenbuhl
3385 So. U.S. Hwy. 17-92, Suite 285
Casselberry, FL 32707

Article 9. Amendment. The corporation reserves the right to amend or repeal and provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

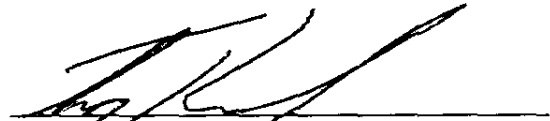
Article 10. Indemnification. The corporation shall indemnify each Officer and Director, including former offices and Directors, to the full extent permitted by law.

Article 11. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the corporation. By acquiring stock in this corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder

of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is Shareholder of the corporation at the time of the amendment.

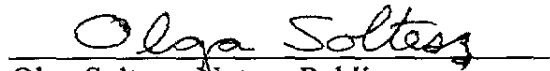
Article 12. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alternations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 9th day of January, 2003.

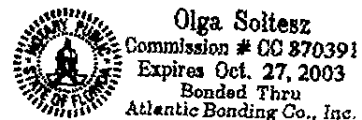

Troy Krahenbuhl, Incorporator

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 9th day of January, 2003, by Troy Krahenbuhl, who is personally known to me and who did take an oath.


Olga Soltesz, Notary Public
State of Florida

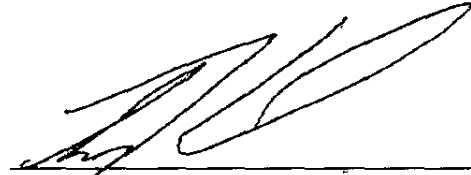
My commission expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **TD GRILL COMPANY**, which is contained in the foregoing Articles of Incorporation.

DATED this 9th day of January, 2003.



Troy Krahenbuhl
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AND
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