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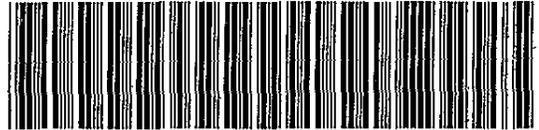
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5-2-03  
*[Handwritten signature]*

LAW OFFICES  
**SCRUGGS & CARMICHAEL, P.A.**

DOWNTOWN OFFICE:

ONE S.E. FIRST AVENUE 32601  
POST OFFICE BOX 23109 32602  
GAINESVILLE, FLORIDA  
TELEPHONE (352) 376-5242  
FAX (352) 375-0690

WEST OFFICE:

METROCORP CENTER  
4041 N.W. 37TH PLACE  
SUITE B  
GAINESVILLE, FLORIDA 32606  
TELEPHONE (352) 374-4120  
FAX (352) 378-9326

REPLY  
DOWNTOWN

REPLY  
WEST OFFICE

SIGSBEE L. SCRUGGS  
1898-1983  
PARKS M. CARMICHAEL  
1909-1994  
WILLIAM D. PRIDGEON  
1933-1980  
MICHELLE VAUGHNS  
1948-1982  
  
RETIRED  
RAY D. HELPLING  
WILLIAM N. LONG  
WILLIAM C. ANDREWS

JAMES G. LARCHE, JR.  
JOHN F. ROSCOW III  
STAN CUSHMAN †  
FRANK P. SAIER  
PHILIP A. DELANEY  
CHARLES W. LITTELL  
MITZI COCKRELL AUSTIN †  
JOHN G. STINSON  
KEVIN DALY  
RAYMOND M. IVEY  
MARY DAY COKER †  
JEFFREY R. DOLLINGER  
JEFFERSON M. BRASWELL  
KEVIN D. JURECKO  
JOHN F. ROSCOW IV  
ELIZABETH A. MARTIN

†CERTIFIED FAMILY MEDIATOR  
‡CERTIFIED CIVIL MEDIATOR

April 28, 2003

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Falafel Brothers, Inc.

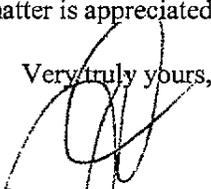
Gentlemen:

Enclosed for filing are the original Articles of Incorporation for the above corporation. I am enclosing this firm's check in the amount of \$78.75 as follows:

Filing Fee	\$35.00
Registered Agent Designation	35.00
Certified Copy	<u>8.75</u>
Total	\$78.75

Your prompt attention in this matter is appreciated.

Very truly yours,

  
Jeffrey R. Dollinger  
For the Firm

JRD/lkr

enc.: original Articles of Incorporation  
Check # 1498 = \$78.75

FILED

03 APR 29 PM 2: 29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**FALAFEL BROTHERS, INC., a Florida Corporation**

The undersigned, acting as Incorporators for this Florida corporation hereby incorporated under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, and the undersigned hereby adopt the following Articles of Incorporation for this Corporation:

**ARTICLE I – CORPORATE NAME & ADDRESS**

The name of this Corporation is **FALAFEL BROTHERS, INC.** The mailing address for the principal office of this corporation is c/o Jeffrey R. Dollinger, One SE First Avenue, Gainesville, Florida 32601.

**ARTICLE II - PURPOSE**

The Corporation is organized for the purpose of marketing and brokering the “Falafelburger” and its related products, including the “traditional” size and “appetizer” size products. This Corporation is also organized for the purpose of manufacturing the “Falafelburger” and its related products as licensed or contractually permitted by Falafelburger, Inc. Finally, this Corporation is also organized for any lawful purpose permitted under the laws of the State of Florida and under the laws of the United States of America.

**ARTICLE III - DURATION**

The Corporation shall have perpetual existence, and shall commence existence upon signing these Articles or later if required by law.

**ARTICLE IV - AMENDMENTS**

These Articles of Incorporation can be amended at any time, upon vote of ninety percent of all shareholder votes.

**ARTICLE V - CAPITAL STOCK**

The Corporation is authorized to issue 300 shares of one dollar (\$1.00) par value Common Stock.

**ARTICLE VI - BOARD OF DIRECTORS**

The Corporation shall initially have three Directors to hold office until the first annual meeting of shareholders and until a successor(s) has been duly elected and qualified, or, if earlier, until resignation, removal from office, or death. The number of directors may be increased or decreased at any time, upon unanimous vote of all shareholders. The names and addresses of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Nick Farah, Jr.	1120 West University Avenue Gainesville, Florida 32601
Jeff Dollinger	One SE First Avenue Gainesville, Florida 32601
Alan NeJame	830 S. CR 427, Suite 202 Longwood, Florida 32750

The Incorporators and the appointed Directors waive the requirement that this corporation appoint and have corporate officers, and each of the foregoing agree that the Board of Directors shall conduct all requirements of corporate business and of the corporate affairs, and further agree that each Director shall have authority to take minutes of any corporate or Board of Directors meeting and have authority to authenticate corporate records.

**ARTICLE VII - INCORPORATOR**

The names and addresses of the Incorporators, the persons signing these Articles are:

<u>Name</u>	<u>Address</u>
Nick Farah, Jr.	1120 West University Avenue Gainesville, Florida 32601
Jeff Dollinger	One SE First Avenue Gainesville, Florida 32601

Alan NeJame

830 S. CR 427, Suite 202  
Longwood, Florida 32750

**ARTICLE VIII – CORPORATE SLOGAN**

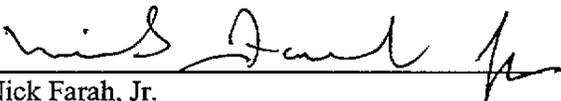
The corporate slogan is “Falafels for Peace.”

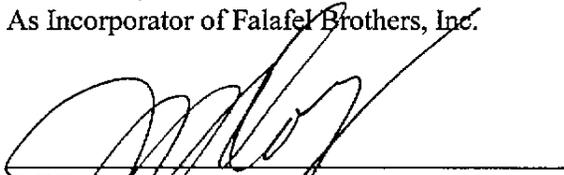
**ARTICLE IX - INITIAL REGISTERED AGENT AND OFFICE**

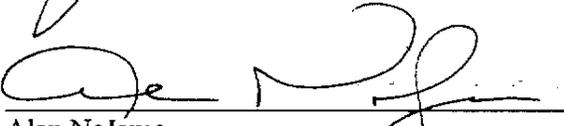
The name and office address of the initial Registered Agent of this Corporation is:

Jeff Dollinger  
One SE First Avenue  
Gainesville, Florida 32601

**IN WITNESS WHEREOF**, the undersigned have executed these Articles of Incorporation on the date of each signature below.

  
\_\_\_\_\_  
Nick Farah, Jr.  
As Incorporator of Falafel Brothers, Inc.

  
\_\_\_\_\_  
Jeff Dollinger  
As Incorporator of Falafel Brothers, Inc.

  
\_\_\_\_\_  
Alan NeJame  
As Incorporator of Falafel Brothers, Inc.

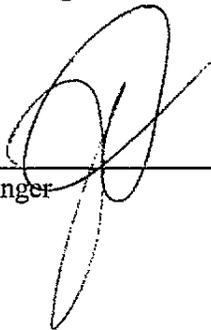
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TALLAHASSEE, FLORIDA

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept the appointment as the initial Registered Agent of Falafel Brothers, Inc., a Florida Corporation.

Date: 4/25/03

By:   
Jeff Dollinger