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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-6-03
[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

JAMES G. LANCHE, 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

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

April 28, 2003

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

RE: Falafel Brothers, Inc.

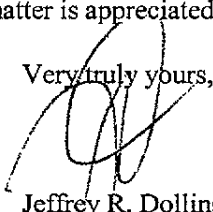
Gentlemen:

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

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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

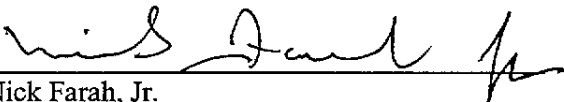
The corporate slogan is "Falafels for Peace."

ARTICLE IX - INITIAL REGISTERED AGENT AND OFFICE

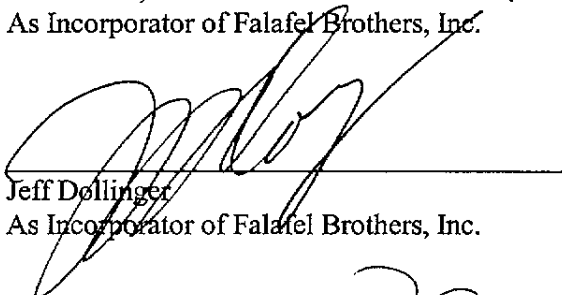
The name and office address of the initial Registered Agent of this Corporation is:

Jeff Dollinger
One SE First Avenue
Gainesville, Florida 32601

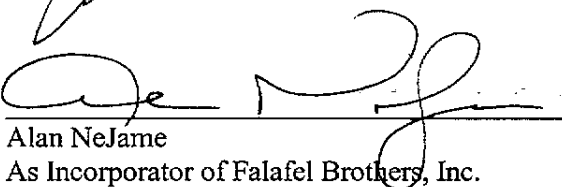
IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on the date of each signature below.



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

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

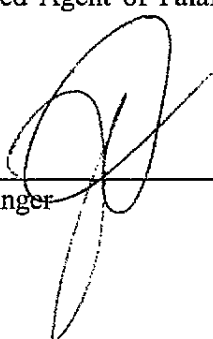
I hereby accept the appointment as the initial Registered Agent of Falafel Brothers, Inc., a Florida Corporation.

Date:

4/25/03

By:

Jeff Dollinger

A large, stylized handwritten signature in black ink, appearing to be 'JD' with a large loop, written over a horizontal line.