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**EFFECTIVE DATE**  
11-1-03

From: Account Name : KANETSKY, MOORE & DEBOER, P.A.  
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**FLORIDA PROFIT CORPORATION OR P.A.**

Heritage Grill, Inc.

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ARTICLES OF INCORPORATION

OF

HERITAGE GRILL, INC.

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

NAME and ADDRESS

EFFECTIVE DATE  
11-1-03

The name of the corporation shall be HERITAGE GRILL, INC.

The principal place of business and mailing address of this corporation shall be as follows:

Corporate Address:

1727 Lake Place, Unit C  
Venice, Florida 34293

ARTICLE II

TERM OF EXISTENCE

The term of existence of the corporation shall be perpetual. Corporate existence shall begin on November 1, 2003.

ARTICLE III

NATURE OF BUSINESS

The purpose of the corporation is to transact any business and to engage in, enter into, promote or conduct any or all lawful activities or business permitted under the laws of the

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THIS INSTRUMENT PREPARED BY  
Erik R. Lieberman  
Attorney At Law  
P.O. Box 1767  
Venice, Florida 34284-1767  
(941) 485-1871  
Fla. Bar #393053

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United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV

CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is 500 shares, all of which shall be common shares with a par value of \$1.00 per share. The corporation elects to have preemptive rights.

ARTICLE V

REGISTERED AGENT

The street address of the initial registered office of the corporation in Sarasota County, Florida, and the name of its initial registered agent at such address are as follows:

Name and street address

ALLEN L. MESSNER  
1727 Lake Place, Unit C  
Venice, Florida 34293

ARTICLE VI

BOARD OF DIRECTORS

The corporation shall have a Board of Directors of two (2) directors initially. The number of directors shall be prescribed by the Bylaws of the corporation from time to time. The names and addresses of the persons who shall serve as the initial directors of the corporation until the first annual meeting of the shareholders or until their successors are duly elected and qualified are as follows:

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Name and street address

ALLEN L. MESSNER  
1727 Lake Place, Unit C  
Venice, Florida 34293

JEANNE L. MESSNER  
1727 Lake Place, Unit C  
Venice, Florida 34293

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator to these

Articles of Incorporation is:


Name and street address

ALLEN L. MESSNER  
1727 Lake Place, Unit C  
Venice, Florida 34293

IN WITNESS WHEREOF, the undersigned, being the  
incorporator hereinbefore named, for the purpose of forming a  
corporation pursuant to the Florida Business Corporation Act, has  
executed these Articles of Incorporation this 28 day of  
OCTOBER, 2003.

  
ALLEN L. MESSNER, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN  
THESE ARTICLES OF INCORPORATION, 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 STATUTES RELATING TO THE  
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR  
WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
ALLEN L. MESSNER, Registered Agent

DATE: OCTOBER 28, 2003

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