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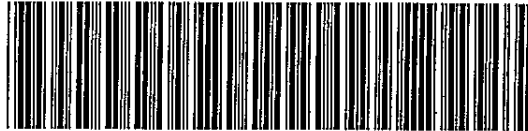
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TALLAHASSEE, FLORIDA

COTTON & GATES
ATTORNEYS AT LAW

ERNEST L. "BUDDY" COTTON, P.A.
MICHAEL R. GATES, P.A.

THREE PLEW AVENUE
SHALIMAR, FLORIDA 32579
(850) 651-9900
FAX (850) 651-2522

January 15, 2004

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

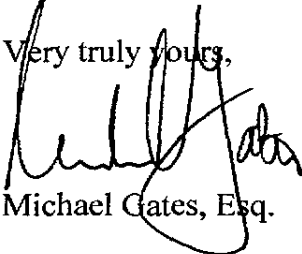
RE: LaBamba of Niceville, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificate Designating Place of Business or Domicile for the Service of Process Within this State, Naming Agent Upon Whom Process May be Served regarding the above-referenced corporation.

I am also enclosing my firm's check in the amount of \$122.50 which represents payment of your \$35.00 fee for filing the Articles of Incorporation, the \$35.00 fee for filing the Designation of Agent Certification, and the \$52.50 fee for obtaining a certified copy of these documents.

Should you have any questions, or require anything further, please do not hesitate to contact me.

Very truly yours,

Michael Gates, Esq.

MG:slb
Enclosure

ARTICLES OF INCORPORATION
OF
LABAMBA OF NICEVILLE, INC.

The undersigned natural person, at least eighteen (18) years of age, for the purpose of forming a corporation for profit, pursuant to the provisions of Chapter 607, Florida Statutes, does hereby certify the following:

ARTICLE I - NAME

The name of this corporation is LaBamba of Niceville, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in the restaurant business, and any and all lawful business as permitted by law.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - REGISTERED AGENT

The name and street address of the initial registered office of this corporation shall be:

Rogelio Chavez
100 John King Road
Crestview, Florida 32538

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ARTICLE VI - PRINCIPAL OFFICE

The mailing address of the principal office of the corporation is 100 John King Road, Crestview, Florida 32548 and the street address of the principal office of the corporation is 1128 East John Sims Parkway, Niceville, Florida 32578.

ARTICLE VII - INCORPORATIONS

The name and address of the incorporator are:

Rogelio Chavez
100 John King Road
Crestview, Florida 32538

ARTICLE VIII - WAIVER OF NOTICE

Any action of the stockholders of this corporation may be taken without a meeting, if consent in writing, setting forth the action so taken, shall be signed by all persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as a unanimous vote of the stockholders.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

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

Rogelio Chavez
100 John King Road
Crestview, Florida 32538

Shawn G. Mallin
5 Bedford Place
Fort Walton Beach, Florida 32547

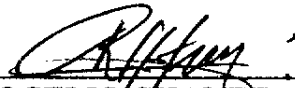
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Shareholder, Officer, Director or Manager who is or was a part, or who is threatened to be made a party, to any administrative or investigative proceeding.

ARTICLE XI - REGULATIONS

The power to adopt, alter and amend or repeal the By-Laws shall be vested in the Board of Directors.

DATED this 15th day of January, 2004.



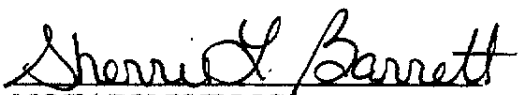
ROGELIO CHAVEZ
Incorporator

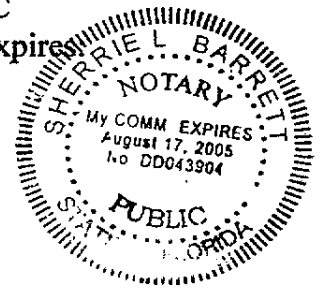
STATE OF FLORIDA

COUNTY OF OKALOOSA

I hereby certify that on this day before me, a Notary Public, duly authorized to take acknowledgments, personally appeared ROGELIO CHAVEZ (✓) who is personally known by me or () who has produced _____ as identification, and whom executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he subscribed the same for the purposes therein expressed.

WITNESS my hand and official seal on this 15th day of January, 2004.


NOTARY PUBLIC
My Commission Expires _____



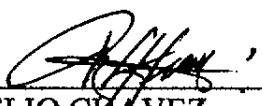
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Florida Statutes 607.0501(3), Florida Statutes, the following is submitted:

First - That LaBamba of Niceville, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 100 John King Road, Crestview, Florida 32538 has named Rogelio Chavez, whose address is 100 John King Road, Crestview, Florida 32538, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Statute relative to keeping open said office.



ROGELIO CHAVEZ

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