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FEBURARY 3 2004

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

Re: DEER RUN FAMILY DINER, INC

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$70.00.

This represents the cost of the Filing Fees and Fee for Registered Agent Designation for the above named corporation.

Very truly yours

Richard D. Danley

DEER RUN FAMILY DINER, INC
C/o Richard D. Danley
2013 Live Oak Blvd Suite A
St. Cloud, FL 34771

(407) 892-1002

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

DEER RUN FAMILY DINER, INC

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLES I - CORPORATE NAME & ADDRESS

The name of the Corporation is:

DEER RUN FAMILY DINER, INC
4312 DEER RUN ROAD
ST CLOUD FL 34772

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED THOUSAND shares (100,000) of ONE Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

ROY WHITFIELD
4312 DEER RUN ROAD
ST CLOUD FL 34772

ARTICLE VI - INITIAL BOARD OF DIRECTOR

This corporation shall have ONE (1) director initially. The number of director may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the initial director of the corporation are as follow:

ROY WHITFIELD
3799 RAMBLER AVE
ST CLOUD FL 34772

CAROL WHITFIELD
3799 RAMBLER AVE

ST CLOUD FL 34772

NORMAN HENNING
3795 RAMBLER AVE
ST CLOUD FL 34772

NANCY HENNING
3795 RAMBLER AVE
ST CLOUD FL 34772

JEROME MITCHELTREE
3310 TUCKER AVE
ST CLOUD FL 34772

HAZEL MITCHELTREE
3310 TUCKER AVE
ST CLOUD FL 34772

DEBORAH KALTENBAUGH
4646 DEER RUN RD
ST CLOUD FL 34772

ARTICLE VII - INCORPORATOR

The names and addresses of the person signing these Articles of Incorporation are as follow:

ROY WHITFIELD
3799 RAMBLER AVE
ST CLOUD FL 34772

CAROL WHITFIELD
3799 RAMBLER AVE
ST CLOUD FL 34772

NORMAN HENNING
3795 RAMBLER AVE
ST CLOUD FL 34772

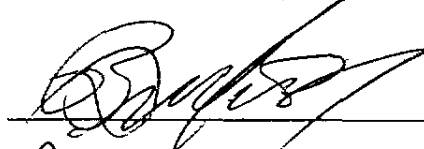
NANCY HENNING
3795 RAMBLER AVE
ST CLOUD FL 34772

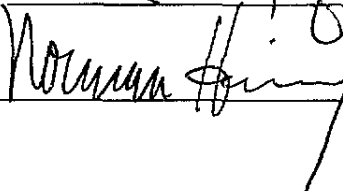
JEROME MITCHELTREE
3310 TUCKER AVE
ST CLOUD FL 34772

HAZEL MITCHELTREE
3310 TUCKER AVE
ST CLOUD FL 34772

DEBORAH KALTENBAUGH
4646 DEER RUN RD
ST CLOUD FL 34772

IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 5 day of February, 2004.



Carol Whitfield


Norman Henning

Nancy Henning

~~Jessie~~

Hazel Mitchell

Deborah K. Allen

FILED

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CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT
OF
DEER RUN FAMILY DINER, INC

Pursuant to Florida Statutes Sections 48.091 and 607.034
the following is submitted:

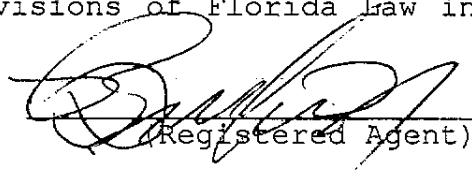
The above corporation, desiring to organize under the
State of Florida with its registered office as indicated
in the Articles of Incorporation at:

4312 DEER RUN ROAD
ST CLOUD FLORIDA, 34772

has named ROY WHITEFIELD at location at the aforesaid
address, as its Registered 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 Florida Law in
keeping open said office.


(Registered Agent)