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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

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

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


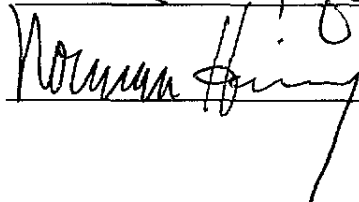
NANCY HENNING  
3795 RAMBLER AVE  
ST CLOUD FL 34772

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.

  
\_\_\_\_\_  
Carole Whitfield  
  
\_\_\_\_\_  
Norman Henning

Nancy Henning

~~Jane~~

Hazel Mitchell

Deborah K. Altobelli

FILED

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CERTIFICATE AND ACKNOWLEDGMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT  
OF  
DEER RUN FAMILY DINER, INC

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

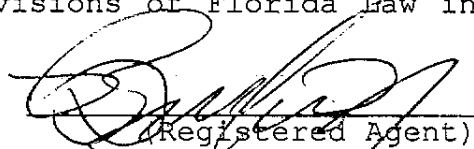
The above corporation, desiring to organize under the  
State of Florida with its registered office as indicated  
in the Articles of Incorporation at:

4312 DEER RUN ROAD  
ST CLOUD FLORIDA, 34772

has named ROY WHITFIELD 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)