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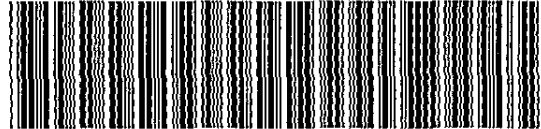
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RECEIVED 04 MAR 11 AM 11:23
04 MAR 11 AM 11:05
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION



March 11, 2004

VIA HAND DELIVERY

FOLEY & LARDNER LLP
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038759-0102

Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Torrey's Neighborhood Grille Too, Inc.

Dear Sir or Madam:

Enclosed is the original and one (1) copy of the Articles of Incorporation of Torrey's Neighborhood Grille Too, Inc., along with our check in the amount of \$78.75 to cover the costs of filing same and a certified copy.

Please call me when the certified copy is available for pickup.

Thank you for your assistance.

Sincerely,

Elizabeth Nix
Paralegal to Walter H. Wolfe, Jr.

Enclosures

FILED
04 MAR 11 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WEST PALM BEACH

EXECUTIVE DATE
3-9-84

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MAR 11 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TORREY'S NEIGHBORHOOD GRILLE TOO, INC.**

The undersigned Incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I: NAME AND ADDRESS

The name of the corporation is Torrey's Neighborhood Grille Too, Inc. The address of the principal office of the corporation is 1415 Timberlane Road, Suite 102, Tallahassee, FL 32312.

ARTICLE II: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five (5) business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE III: CORPORATE PURPOSE

This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV: AUTHORIZED CAPITAL

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation and the street address of the initial registered office of this corporation is: Kevin R. Torrey, 1415 Timberlane Road, Suite 102, Tallahassee, FL 32312.

ARTICLE VI: BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the first director of the corporation is: Kevin R. Torrey, 1415 Timberlane Road, Suite 102, Tallahassee, FL 32312.

ARTICLE VII: BYLAWS

The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VIII: INCORPORATOR

The name and street address of the Incorporator of this corporation is: Kevin R. Torrey, 1415 Timberlane Road, Suite 102, Tallahassee, FL 32312.

ARTICLE IX: INDEMNIFICATION

The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE X: AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation on March 9, 2004.

INCORPORATOR



Kevin R. Torrey

**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

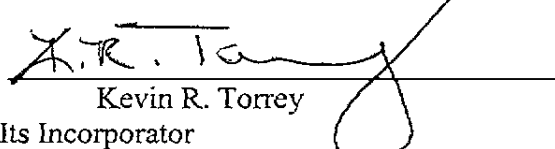
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is Torrey's Neighborhood Grille Too, Inc.
2. The name and address of the registered agent and office is:

Kevin R. Torrey
1415 Timberlane Road, Suite 102
Tallahassee, FL 32312

DATED: March 9, 2004

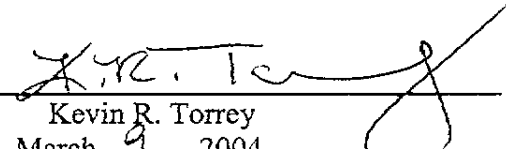
TORREY'S NEIGHBORHOOD GRILLE
TOO, INC.

By: 
Kevin R. Torrey
As Its Incorporator

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

By: 
Kevin R. Torrey
DATE: March 9, 2004