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SONNENSCHNEIN NATH & ROSENTHAL, LLP

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FLORIDA PROFIT CORPORATION OR P.A.

Spoto's Restaurant Group, Inc.

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**ARTICLES OF INCORPORATION
OF
SPOTO'S RESTAURANT GROUP, INC.,
a Florida corporation**

In compliance with the Chapter 607, Florida Statutes, the undersigned Incorporator hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be SPOTO'S RESTAURANT GROUP, INC. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be 4550 PGA Boulevard, Suite 205, Palm Beach Gardens, Florida 33418.

ARTICLE III - PURPOSE

This Corporation is being incorporated for the purpose of restaurant ownership and management and any lawful purpose permitted under Florida law.

ARTICLE IV - SHARES

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1000 shares of common stock, zero par value per share.

ARTICLE V - INITIAL OFFICERS AND DIRECTORS

OFFICERS

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
JOHN SPOTO	126 Thornton Drive Palm Beach Gardens, FL 33418	President/Treasurer
ELLEN DALY	17626 130 th Avenue North Jupiter, FL 33478	Vice President/Secretary

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MITCHELL D. SCHEPPS, ESQ.
Sonnenschein Nath & Rosenthal LLP
777 South Flagler Drive, Ste. 600E
West Palm Beach, FL 33401
Telephone No.: 561-833-2410
Fax No.: 561-833-8387
Florida Bar No.: 0979139

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DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
JOHN SPOTO	126 Thornton Drive Palm Beach Gardens, FL 33418
ELLEN DALY	17626 130 th Avenue North Jupiter, FL 33478


ARTICLE VI - REGISTERED AGENT/ADDRESS

The name and Florida street address of the Registered Agent of the Corporation are JOHN SPOTO, 4550 PGA Boulevard, Suite 205, Palm Beach Gardens, Florida 33418.

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation are MITCHELL D. SCHEPPS, 777 South Flagler Drive, Suite 600E, West Palm Beach, Florida 33401.

The undersigned Incorporator executed these Articles of Incorporation on October 26, 2004.



MITCHELL D. SCHEPPS, Incorporator

MITCHELL D. SCHEPPS, ESQ.
Sonnenschein Nath & Rosenthal LLP
777 South Flagler Drive, Ste. 600E
West Palm Beach, FL 33401
Telephone No.: 561-833-2410
Fax No.: 561-833-8387
Florida Bar No.: 0979139

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION:

SPOTO'S RESTAURANT GROUP, INC.

REGISTERED AGENT/OFFICE:

JOHN SPOTO
4550 PGA Boulevard, Ste. 205
Palm Beach Gardens, FL 33418

Having been named as Registered Agent to accept service of process for the above-named Corporation at the place designated in this Certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

DATED: October 26, 2004.

JOHN SPOTO, Registered Agent

By: Mitchell D. Schepps
Mitchell D. Schepps, Esq.
Attorney-in-Fact

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