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April 16, 2005

Secretary of State
Division of Corporation
P. O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation of Sherry's Kitchen & Buffet, Inc

Dear Sir or Madam:

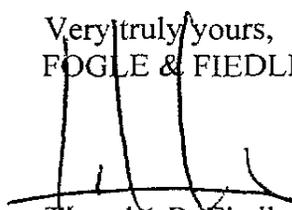
Enclosed herewith is an original and one copy of the proposed Articles of Incorporation and Designation of Registered Agent for SHERRY'S KITCHEN & BUFFET, INC.

Also enclosed is my check in the amount of \$78.75 representing the following:

Filing Fee	\$35.00
Registered Agent Certificate	8.75
Certified Copy of Charter and of Registered Agent Certificate	35.00

Thank you very much for your assistance.

Very truly yours,
FOGLE & FIEDLER, P.A.


Timothy R. Fiedler

TRF/js
Enclosures

**ARTICLES OF INCORPORATION
OF
SHERRY'S KITCHEN & BUFFET, INC.**

EFFECTIVE DATE
4/26/05
FILED

05 MAY -2 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, SHERRY D. SMITH, being of legal age do hereby authorize the formation of a corporation under the laws of the State of Florida.

ARTICLE I.

The name of this corporation shall be SHERRY'S KITCHEN & BUFFET, INC.

ARTICLE II.

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

ARTICLE III.

GENERAL NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is the operation of restaurants, and to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV.

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 100 shares fully paid, \$1.00 par value common stock. Common stock of the corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

ARTICLE V.

INITIAL OFFICERS AND/OR DIRECTORS.

SHERRY D. SMITH is the initial President/Secretary and Director of the corporation. The business of the corporation shall be managed by the Stockholders rather than by the Board of Directors of this corporation.

ARTICLE VI.

**STREET AND MAILING ADDRESS OF INITIAL REGISTERED
OFFICE AND NAME OF INITIAL REGISTERED AGENT**

The initial street and mailing address of the principal place of business of said corporation is 1200 S. Woodland Blvd., DeLand, FL 32720. The initial resident agent is TIMOTHY R. FIEDLER, Esquire, 217 E. Plymouth Ave., DeLand, FL 32724.

ARTICLE VII.

SUBSCRIBER

The name and street address of the subscriber to these articles of incorporation is:

SHERRY D. SMITH
404 S. Boston Ave.
DeLand, FL 32724

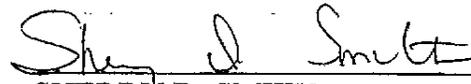
ARTICLE VIII.

COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist on April 26, 2005.

IN WITNESS WHEREOF, I, SHERRY D. SMITH, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do

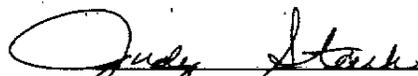
business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and hereunto set our hands and seals this 26 day of April, 2005.


SHERRY D. SMITH

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared SHERRY D. SMITH, to me well known to be the person who executed the foregoing Certificate of Incorporation and she acknowledged before me that she executed same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 26 day of April, 2005.


NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



Judy Stark
MY COMMISSION # DD076175 EXPIRES
January 24, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

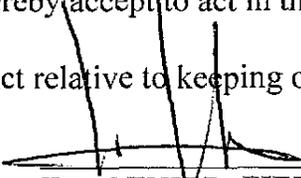
**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON
WHICH PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That SHERRY'S KITCHEN & BUFFET, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of DeLand, County of Volusia, State of Florida, has named TIMOTHY R. FIEDLER, Esquire, located at 217 E. Plymouth Ave, DeLand, FL 32724, 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 Act relative to keeping open said office.


TIMOTHY R. FIEDLER