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05 MAY 23 AM 9:38
TOLSON, CLERK

Mark Thompson
P O Box 1844
Auburndale, FL 33823-1844

May 22, 2005

Department of State
Division of Corporations
P.O. Box 6327
409 E. Gaines Street
Tallahassee, FL 32399

Subject: King Fish and Gyros, Inc.

Attached please find an original and one (1) copy of the Articles of Incorporation of King Fish and Gyros, Inc. *Certificate of Designation Registered Agent/ Registered Office* and a check for the amount of \$78.50.

From: Mr. Mark S. Thompson
P O Box 1844
Auburndale, FL 33823-1844
(863) 255-70888
FAX: (509) 561-4975

**ARTICLES OF INCORPORATION
OF
KING FISH AND GYROS, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is King Fish and Gyros, Inc.

ARTICLE TWO

The Corporation shall be effective May 15, 2005. The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The classes, number and par value of shares which the corporation shall have authority to issue without further report to the Secretary of State are:

Class of shares:	Number of shares:	Par value of shares:
Common	50,000	\$ 1.00
Preferred Series A: 8% Cumulative Nonparticipating	10,000	\$100.00
Preferred Series B: 6% Cumulative Participating Convertible	20,000	\$ 50.00

ARTICLE FIVE

The principal place of business and mailing address of this corporation shall be 1428 First Street N E, Winter Haven FL 33881-2421.

ARTICLE SIX

The street address of its initial registered office is 1428 First Street N E, Winter Haven, Florida, and the name of its initial registered agent at such address is Darwish Darwish.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one, and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until the director's successor is elected and qualified is:

Name:	Mailing address:
Darwish Darwish	1428 First Street N E, Winter Haven Florida 33881-2421

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

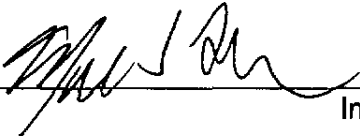
The name and address of the incorporator is:

Name:	Mailing address:
Mark Thompson	Post Office Box 1844, Auburndale FL 33823-1844

ARTICLE TEN

The powers of the incorporator ceases upon the filing of the Articles of Incorporation.

The undersigned has executed these Articles of Incorporation this 19th day of May, 2005.



Incorporator

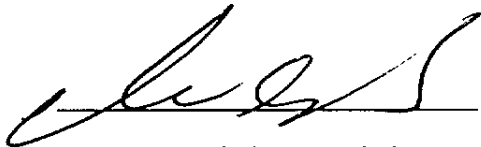
**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: King Fish and Gyros, Inc.
2. The name and address of the registered agent and office is:

Darwish Darwish
1428 First Street N E
Winter Haven, Florida 33881-2421

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Darwish Darwish

5.20.08
Date

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