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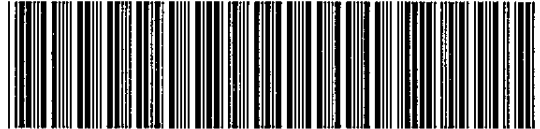
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05 JUL 27 AM 11:15

MRD
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LAW OFFICES OF
ANDREW P. TRAKAS

PROFESSIONAL ASSOCIATION
123 AVENUE "C", S.W.
POST OFFICE BOX 1151

ANDREW P. TRAKAS WINTER HAVEN, FLORIDA 33882-1151

TELEPHONE
(863) 299-5675

FAX (863) 293-6514

JULY 25, 2005

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
409 EAST GAINES STREET
TALLAHASSEE, FL. 32399

SUBJECT: PRIME CHOICE STEAKHOUSE, INC.

LADIES/GENTLEMEN:

ENCLOSED ARE AN ORIGINAL AND TWO (2) COPIES OF
THE ARTICLES OF INCORPORATION FOR THE ABOVE-
REFERENCED CORPORATION AND MY CHECK FOR \$ 87.50 IN
PAYMENT OF:

FILING FEE	\$ 70.00
CERTIFIED COPY	8.75
CERTIFICATE OF STATUS	<u>8.75</u>
	\$ 87.50

ALSO ENCLOSED IS FED EX OVERNIGHT AIRBILL (WITH
ENVELOPE) FOR RETURN OF THE CERTIFIED COPY AND
CERTIFICATE OF STATUS TO THIS OFFICE AT MY EXPENSE.

THANK YOU FOR YOUR ATTENTION TO THIS MATTER.

VERY TRULY YOURS,


ANDREW P. TRAKAS

**ARTICLES OF INCORPORATION
OF
PRIME CHOICE STEAKHOUSE, INC.**

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TALLAHASSEE, FLORIDA
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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is: PRIME CHOICE STEAKHOUSE, INC.

ARTICLE II - PURPOSE

This Corporation may transact any and all lawful business for which Corporations may be incorporated under the Florida General Corporation Act, including, but not limited to, the operation of a Restaurant and the providing of food service.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1000 shares of Common Stock having a nominal par value of \$1.00 per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is ONE THOUSAND DOLLARS (\$ 1,000.00).

ARTICLE V - TERM OF EXISTENCE

This Corporation is to exist perpetually unless sooner dissolved by operation of law or pursuant to law.

ARTICLE VI - ADDRESS

The initial post office address of the principal office of this Corporation in the State of

Florida is 3750 U. S. Highway 27 North, Suite 2 A-B, Sebring, Florida 33870. The principal office of this Corporation may be moved to any other location and address in the State of Florida at the discretion of the Stockholders.

ARTICLE VII – DIRECTORS

This Corporation shall have one Director whose name and address is: JOHN G. EMANOLIDIS , 121 Lake Trout Drive, Avon Park, Fla. 33825, who in accordance with the Shareholder's Agreement , shall be the only Director of this Corporation for so long as it exists.

ARTICLE VIII - SHAREHOLDERS AGREEMENT

All of the shares of Stock of this Corporation are subject to the terms, covenants, conditions and provisions of a certain "Shareholder's Agreement" entered into by each of the Shareholders hereof under date of June 24, 2005, the terms, covenants, conditions and provisions of which agreement are hereby ratified and confirmed by the Subscriber hereto.

ARTICLE IX - MANAGEMENT BY SHAREHOLDERS

The business of this Corporation shall be managed by its Stockholders rather than a Board of Directors, *EXCEPT THAT* the management of the business of the Corporation and the actions of the Stockholders shall be governed and controlled at all times and in all manner and respect by the terms, covenants, conditions and provisions of that certain "Shareholder's Agreement" entered into by each of the Shareholders hereof under date of June 24, 2005.

ARTICLE X – SUBSCRIBERS

The name and post office address of the Subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
John G. Emanolidis	121 Lake Trout Drive Avon Park, Florida 33825
Dimitrios Tsakalos	504 U.S. 27 North Avon Park, Fla. 33825

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TALLAHASSEE, FLORIDA

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ARTICLE X I - INITIAL OFFICERS

The initial Officers of this Corporation are:

President / Treasurer/Secretary - JOHN EMANOLIDIS
Vice-President - DIMITRIOS TSAKALOS
Vice-President - MARIA TSAKALOS

REGISTERED AGENT: The name and Florida Street Address of the Registered Agent is: **JOHN EMANOLIDIS** - 3750 U.S. Highway 27 North - Suite 2 A-B, Sebring, Florida 33870.

ARTICLE X I I - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a meeting of the Stockholders by a majority of the Stockholders, *BUT ONLY SUBJECT TO AND IN COMPLIANCE WITH THE TERMS, COVENANTS, CONDITIONS AND PROVISIONS OF THAT CERTAIN "SHAREHOLDER'S AGREEMENT" ENTERED INTO BY EACH OF THE SHAREHOLDERS HEREOF UNDER DATE OF JUNE 24, 2005, TO WHICH ALL OF THE SHARES OF THIS CORPORATION ARE SUBJECT.*



JOHN G. EMANOLIDIS July 25, 2005



DIMITRIOS TSAKALOS July 25, 2005

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.



JOHN EMANOLIDIS JULY 25, 2005


STATE OF FLORIDA)
COUNTY OF POLK)

Before me personally appeared **JOHN G. EMANOLIDIS and DIMITRIOS TSAKALOS**, personally known to me and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 25 day of JULY, 2005.



Andrew Trakas
MY COMMISSION # DD109490 EXPIRES
July 29, 2006
BONDED THRU TROY FAIN INSURANCE, INC.



Notary Public
My Commission Expires: