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FLORIDA PROFIT/NON PROFIT CORPORATION

Peel Restaurants, Inc.

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**ARTICLES OF INCORPORATION
OF
PEEL RESTAURANTS, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation (the "Corporation"):

ARTICLE I

Name

The name of the Corporation is Peel Restaurants, Inc.

ARTICLE II

Initial Principal Office and Mailing Address

The initial principal office and mailing address of the Corporation is 8810 Twin Lakes Road, Tampa, Florida 33614.

ARTICLE III

Shares

The Corporation shall have authority to issue 10,000 common shares with a par value of \$0.01 per share.

ARTICLE IV

Initial Registered Agent and Office

The street address of the Corporation's initial registered office is 501 E. Kennedy Blvd., Suite 1700, Tampa, Florida 33602 and the name of the Corporation's initial registered agent at that address is Fowler White Boggs P.A., care of Hunter J. Brownlee.

ARTICLE V

Incorporator

The name and address of the incorporator are:

Name

Hunter J. Brownlee

Address

501 E. Kennedy Blvd., Suite 1700
Tampa, Florida 33602

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ARTICLE VI
Initial Directors

The corporation initially shall have three (3) directors, whose names are Mark T. Johnston, Michael M. Johnston and Robert P. Johnston. The initial President, Secretary and Treasurer of the corporation is Robert P. Johnston.

ARTICLE VII
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.


The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VIII
Effective Date

The effective date of filing of these Articles of Incorporation shall be February 23, 2009.

Dated this 23rd day of February, 2009.



Hunter J. Brownlee
Incorporator

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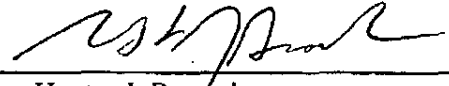
ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for Peel Restaurants, Inc., at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 23rd day of February, 2009.

REGISTERED AGENT:

FOWLER WHITE BOGGS P.A.

By: 

Hunter J. Brownlee
Authorized Agent

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