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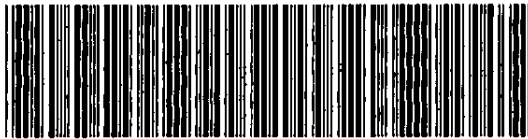
(Business Entity Name)

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APPROVED
AND
FILED
10 MAR 18 PM 3:01
SECRETARY OF STATE
TALAHASSEE, FLORIDA

VN



Arnold M. Zipper
Direct Dial: 954-703-3931
Direct Fax: 954-707-4549
arnold.zipper@fowlerwhite.com

March 17, 2010

BY FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Clearwater Restaurant Properties, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of *Articles of Incorporation of Clearwater Restaurant Properties, Inc.* Please file the original *Articles* and return a certified copy of same.

Our firm's check in the amount of \$78.75 is also enclosed to cover the cost of filing the *Articles* and designation of registered agent, and the return of the certified copy.

Please return all correspondence concerning this matter to the following:

Arnold M. Zipper, Esquire
Fowler White Boggs P.A.
1200 East Las Olas Boulevard, Suite 400
Fort Lauderdale, Florida 33301
Email: arnold.zipper@fowlerwhite.com

For further information concerning this matter, please contact my legal assistant, Ellise Peyton, at (954) 703-3928.

Thank you for your assistance.

Sincerely,

FOWLER WHITE BOGGS P.A.

Arnold M. Zipper
Arnold M. Zipper

AMZ/emp
Enclosures

42607173v1

FOWLER WHITE BOGGS P.A.

TAMPA • FORT MYERS • TALLAHASSEE • JACKSONVILLE • FORT LAUDERDALE

1200 EAST LAS OLAS BLVD., SUITE 400 • FORT LAUDERDALE, FLORIDA 33301
TELEPHONE (954) 703-3900 • FAX (954) 703-3939 • www.fowlerwhite.com

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10 MAR 18 PM 3:02

**ARTICLES OF INCORPORATION
OF
CLEARWATER RESTAURANT PROPERTIES, INC.** SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Clearwater Restaurant Properties, Inc.

**ARTICLE II
Initial Principal Office and Mailing Address**

The initial principal office and mailing address of the Corporation is 1502 South Howard Avenue, Tampa, Florida 33606.

**ARTICLE III
Shares**

The Corporation shall have authority to issue 1,000 common shares with a par value of \$0.01 per share.

**ARTICLE IV
Initial Registered Office and Agent**

The street address of the Corporation's initial registered office is 1502 S. Howard Avenue, Tampa, Florida 33606, and the name of the Corporation's initial registered agent at that address is Joseph Orsino.

**ARTICLE V
Incorporator**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Joseph Orsino	1502 South Howard Avenue Tampa, Florida 33606

ARTICLE VI
Initial Directors

The Corporation initially shall have one (1) director, whose name and address is:

<u>Name</u>	<u>Address</u>
Joseph Orsino	1502 South Howard Avenue Tampa, Florida 33606

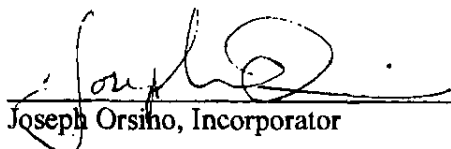
ARTICLE VII
Indemnification

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.

DATED on this the 16th day of March, 2010.

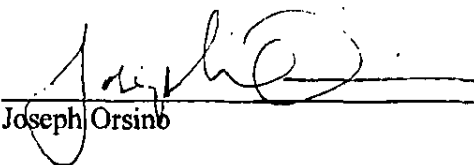


Joseph Orsino, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for Clearwater Restaurant Properties, 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 on this the 16th day of March, 2010.



Joseph Orsinb

10 MAR 18 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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