

95 0000001852

CAPITAL CONNECTION, INC.
P.O. BOX 10349

TALLAHASSEE, FL 32302
904-224-8870
CLIENT REF # JWB

CLIENT REF: JULIA WALSON

DOCUMENT FILING, W/CC, AM RUSH, SHIPPING/HANDLING
FILE ART WITH CERT COPY FOR:
O'MAGIC'S RESTAURANT, INC

Julia
Restaurants
GAVE
AUTHOR. ON BY PHONE TO
CORRECT (m) Takeout
DATE 1/9/95
DOC. EXAM BSB

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-01709/95-01051--013
****122.50 ****122.50

JAN 9 1995 BSB

ARTICLES OF INCORPORATION
OF
O'MAGIC'S RESTAURANT~~X~~, INC.
Restaurants

FILED
57 JAN -9 PM 2:07
SECRETARY OF STATE

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

ARTICLE I

Name

The name of the Corporation is O'MAGIC'S ~~RESTAURANT~~X~~~~, INC. *Restaurants*

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of filing these Articles of Incorporation with the Florida Secretary of State, as provided by Section 607.0203(1) of the Act, and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Principal Office

13604 Pub Place
The original principal office of the Corporation is in the City of Tampa, Hillsborough County, Florida. The Corporation reserves the right to modify or relocate such principal office at anytime or times.

ARTICLE IV

Purposes

The Corporation may engage in the transaction of any or all lawful business in which corporations may lawfully engage under the laws of the State of Florida.

ARTICLE V

General Powers

The Corporation shall have power:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real property or personal property, tangible or intangible, or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property or assets.

(d) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141, Florida Statutes.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.

(i) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation.

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at death shares of its

stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

The foregoing powers are not intended to restrict or to limit the powers of the Corporation under the laws of the State of Florida, but to expand or assure that the Corporation shall have the foregoing powers, whether or not they are provided by the laws of the State of Florida. It is intended that the Corporation shall have all powers permitted to corporations in the State of Florida, whether the same are enumerated above or in the Florida Statutes.

ARTICLE VI Capital Stock

The Corporation is authorized to issue 100,000 shares of one cent (\$ 0.01) par value common stock, which will be designated Common Stock.

ARTICLE VII Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is c/o Alan H. Otte, Attorney at Law, 13604 Pub Place, Tampa, Florida 33624, and the name of its initial registered agent at such address is Alan H. Otte.

ARTICLE VIII Directors

The Corporation will have one director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least 1 but no more than 10 directors. The name and address of the initial director of the Corporation, who will serve until his successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
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Alan H. Otte	13604 Pub Place Tampa, Florida 33624
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ARTICLE IX
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Alan H. Otto	13604 Pub Place Tampa, Florida 33624

ARTICLE X
Affiliated Transactions

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

ARTICLE XI.
Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

ARTICLE XII
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

ARTICLE XIII
Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

ARTICLE XIV
Preemptive Rights

Every shareholder, upon the issuance of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE XV
Cumulative Voting

At each election for directors every shareholder entitled to vote at that election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares, or by distributing those votes on the same principle among any number of candidates.

ARTICLE XVI
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on January 6, 1995.


Alan H. Otte
Incorporator

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

BEFORE ME, the undersigned authority, this day personally appeared Alan H. Otte, known to me to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same for the uses and purposes therein set forth. He is personally known to me ~~on production~~ _____ as identification and he did/did not take an oath.

WITNESS my hand and official seal this 6th day of January, 1995.


Notary Public
Printed Name: CHRISTINE LOGUE
State of Florida at Large

(NOTARY SEAL)

Serial Number:

My Commission Expires:



CHRISTINE A. LOGUE
Notary Public, State of Florida
My Comm. Exp. Jan 31, 1998
Comm No. CC 345429

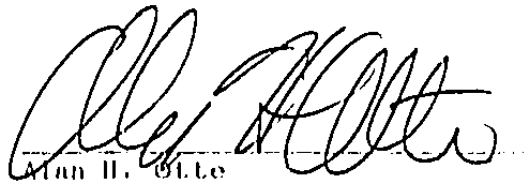
ACCEPTANCE BY REGISTERED AGENT

FILED

95 JAN -9 PM 12:07

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: January 6, 1995


Alan H. Olte

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10149, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

P950000001852

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: O'Malley's Restaurants, Inc.

	C.C. FEE	DISBURSED
Capital Connection™		
Art. of Amend. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input checked="" type="checkbox"/> Art. of Amend. File		
Dissolution/Withdrawal		
C U S -	0000001 3925000	
Fictitious Name File	01/30/95 01057-000	
	****\$17.50 ****\$17.50	
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prop.		
FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY SW

WALK-IN
Will Pick Up 1:30 1:00

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 30, 1995

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: O'MAGIC'S RESTAURANTS, INC.
Ref. Number: 395000001852

We have received your document for O'MAGIC'S RESTAURANTS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Please correct the year of Incorporation as shown in the first sentence of the document to 1995.

The TM symbol must be removed from the name throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 395A00003877

Corrected

AMENDMENT TO ARTICLES OF INCORPORATION
OF
O'MAGIC'S RESTAURANTS , INC.

FILED
95 JAN 31 PM 12:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WHEREAS, the Articles of Incorporation of O'Magic's Restaurants , Inc. were filed with and approved by the Secretary of State of Florida on the 9th day of January, 1995 under document Number P95000001852; and

WHEREAS, no stock of the corporation has yet been issued; and

WHEREAS, it is the intention of the sole incorporator and director of O'Magic's Restaurants , Inc. that the Articles of Incorporation of O'Magic's Restaurants , Inc. be amended effective on filing of this Amendment with the Secretary of State of Florida, in accordance with the proposed amendment hereinafter set forth, and Section 607.1005 Florida statutes; and

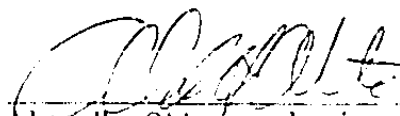
WHEREAS, the proposed amendment to the Articles of Incorporation of O'Magic's Restaurants , Inc. hereinafter set forth was approved by the sole incorporator and director of O'Magic's Restaurants , Inc. pursuant to a Consent to Action by written Consent of the Sole Incorporator and Director; and

NOW, THEREFORE, the Articles of Incorporation of O'Magic's Restaurants , Inc. are hereby amended effective on the date of filing the Amendment with the Secretary of State, by deleting in its entirety the present Article VI and by substituting therefor the following, to wit:

ARTICLE VI
Capital Stock

The Corporation is authorized to issue 10,000,000 shares of one mil (\$ 0.001) par value common stock, which will be designated Common Stock.

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby executed on behalf of O'Magic's Restaurants , Inc. by its incorporator this 25th day of January, 1995.


Alan H. Otte, sole incorporator
and sole director

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 20th day of January, 1995, by Alan Henry Otto, sole incorporator and sole director of O'Magic's Restaurants, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me ~~as president~~ _____ as identification and he did/did not take an oath.

Christine A. Loque

Notary Public

State of Florida at Large

Serial Number _____

My Commission Expires: _____



CHRISTINE A. LOQUE
Notary Public, State of Florida
My Comm. Exp. Jan. 31, 1998
Comm. No. CC 345429

CAPITAL CONNECTION

417 E. Virginia St., Suite 100, Tallahassee, FL 32302
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Please file
together.

	95000001852	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY _____

WALK-IN Will Pick Up 6:8 _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

AMENDMENT TO ARTICLES OF INCORPORATION
OF
O'MAGIC'S RESTAURANTS™, INC.

95 JUN -8 PM 1:07
FILED
SECTION
ALL

WHEREAS, the Articles of Incorporation of O'Magic's Restaurants™, Inc. were filed with and approved by the Secretary of State of Florida on the 9th day of January, 1996; and

WHEREAS, it is the intention of all of the directors and the stockholders of O'Magic's Restaurants™, Inc. that the Articles of Incorporation of O'Magic's Restaurants™, Inc. be amended effective on filing of this Amendment with the Secretary of State of Florida, in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment to the Articles of Incorporation of O'Magic's Restaurants™, Inc. hereinafter set forth was approved by all of the directors and the stockholders of O'Magic's Restaurants™, Inc. pursuant to a Consent to Action by written Consent of the Shareholder and Directors on June 3, 1996; and

NOW, THEREFORE, the Articles of Incorporation of O'Magic's Restaurants™, Inc. are hereby amended effective on the date of filing the Amendment with the Secretary of State, by deleting in its entirety the present Article I and by substituting therefor the following, to wit:

ARTICLE I - NAME

The name of this Corporation is HOUDINI'S RESTAURANTS™, INC.

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby executed on behalf of O'Magic's Restaurants™, Inc. by its President and Secretary this 3 day of June, 1995.

O'Magic's Restaurants™, Inc.

By: Todd C. Pitner
Todd C. Pitner, President


By: Angela Pitner
Angela Pitner, Secretary

CONSENT TO MAKE CHANGE
OF
O'MAGIC'S RESTAURANTS™, INC.

Effective as of: June 1, 1996

O'MAGIC'S RESTAURANTS™, INC., Charter Number P95000001852 in connection with its own change of name, hereby consents to the simultaneous change of HOUDINI'S RESTAURANTS™, INC. to O'MAGIC'S RESTAURANTS™, INC.

O'MAGIC'S RESTAURANTS™, INC.



Todd Pitner, President

P95000001852

STATE OF FLORIDA
OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: Todd Pitner EIN or SS#: 513708383

Address: 1012 Morfield Lane
Brandon, FL 33511

Amount: 225 Date Paid 8-1-96
Reason for claim: P95000001852- duplicate
filing of the AK

Certified true and correct this 28 day of August, 19 96.

Signature Todd Pitner PRESIDENT

* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only

Agency recommends approval of above claim and submits the following information to substantiate the claim:

Amount of recommended refund \$ 225

The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on State Treasurer's Receipt No. 97517.012 dated 8-1-96

Name of Account

4520213000145300000000010060

Statutory Authority for Collection

It is requested that payment be made from the following account:

NAME OF ACCOUNT:

45202130001453000000022002000

Certified true and correct this _____ day of _____, 19 _____.

Department of State, Division of Corporations
(Agency)

(Authorized Signature and Title)