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THEODORE DANIELS
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ALSO MEMBER FLORIDA BAR

COUNSEL
STEVEN C. HIRSH

P9500020321
March 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation of Thal-Mar Restaurants, Inc.

Dear Sirs and Mesdames:

We enclose:

- (a) Articles of Incorporation in duplicate
- (b) Registered Agent designation and acceptance
- (c) Check for \$122.00

Please file the above, certify the copy and return to us with your receipt, for which a pre-addressed stamped envelope is enclosed.

Very truly yours,

Theodore Daniels

TD:ew
enc/6429

[Signature]
3/13

ARTICLES OF INCORPORATION
OF
THAL-MAR RESTAURANTS, INC.

FILED
95 MAR 10 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

THAL-MAR RESTAURANTS, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 16695 Trader's Crossing North, Jupiter, Florida 33477. (UNIT 114)

ARTICLE III

CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares, all of which shall be common and all of which shall be one class. All of said shares shall be no par in value.

ARTICLE IV

INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Theodore Daniels, 11152 Boca Woods Lane, Boca Raton, Florida 33428.

ARTICLE V

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Alice Angelis, 16695 Trader's Crossing North, Jupiter, Florida 33477. (UNIT 119)

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of March, 1995.

Alice Angelis
Alice Angelis, Incorporator

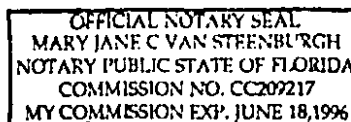
Witness:

Thomas Punch
Barbara Rader Punch

STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

On this 1st day of March, 1995, before me, a Notary Public of the State of Florida, duly appeared Alice Angelis, to me known and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged to me that he executed the same.

Mary Jane C. Van Steenburg
Notary Public



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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:

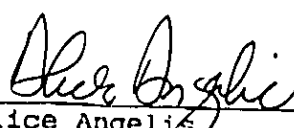
1. Name of the corporation is:

Thal-Mar Restaurants, Inc.

2. Name and address of the registered agent and office

is:

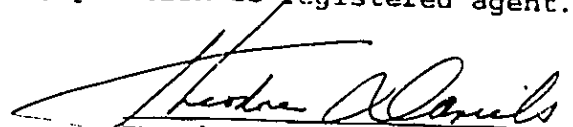
Theodore Daniels
11152 Boca Woods Lane
Boca Raton, Florida 33428



Alice Angelis
Title: President
March 1, 1995

FILED
95 MAR 10 11 23
TALLAHASSEE
STATE

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.



Theodore Daniels
March 1, 1995