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SIESKY & PILON
a partnership of professional associations

ATTORNEYS AT LAW

JAMES A. PILON, P.A.
Board Certified Real Estate Attorney

JAMES H. SIESKY, P.A.

DOUGLAS A. WOOD

SUITE 201, THE FAIRWAY BUILDING

1000 TAMiami TRAIL, NORTH

NAPLES, FLORIDA 33940

March 13, 1995

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
3/10/95

600001431876
-03/16/95--01096--0006
****122.50 ****122.50

RE: Southwest Eateries, Inc.

Ladies:

Enclosed please find the original and one copy of the Articles of Incorporation, along with a check in the amount of \$122.50 for the filing fee.

Please forward acknowledgement of filing to this office. Thank you for your assistance with this matter.

Sincerely yours,

SIESKY & PILON

Jim Pilon
James A. Pilon

JAP:lsm
Enclosure(s)
cc: Mr. Leonard Mauceli
mauceli

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAR 16 PM 12:03

3/17/95

(Handwritten initials and flourish)

ARTICLES OF INCORPORATION
OF
SOUTHWEST EATERIES, INC.

3/10/95

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of the corporation shall be: SOUTHWEST EATERIES, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III

INITIAL PRINCIPAL OFFICE

The initial principal office of this corporation shall be located at 546 Terminal Drive, Naples, FL 33942.

ARTICLE IV

PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares".

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAR 16 PM 12:00
FILED

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and regulations issued thereunder. Such actions as are necessary will be taken by the officers of this corporation to accomplish this compliance. This corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue Code.

ARTICLE VI

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 546 Terminal Drive, Naples, FL 33942, and the name of the initial registered agent of the corporation at that address is Michael Monahan. The officers may from time to time select and so communicate by appropriate notice to the Department of State, another registered office or registered agent or both.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to

time by Bylaws adopted by the shareholders, but shall never be longer than one (1). The names and street addresses of the initial directors are:

Leonard P. Mauceli 546 Terminal Drive, Naples, FL 33942
Leon B. Smith 546 Terminal Drive, Naples, FL 33942

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles is: Leonard P. Mauceli, 546 Terminal Drive, Naples, FL 33942.

ARTICLE X
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE XI
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders, except the Preemptive Rights created in Article V, is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 10th day of March, 1995.



Leonard P. Mauceli
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 10th
day of March, 1995, by Leonard P. Maucelli, who is personally known
to me or who has produced _____ (type
of identification) as identification and who did not take an oath.

(SEAL)

James A. Pilon
NOTARY PUBLIC
My Commission Expires:
Commission No:

James A. Pilon
Typed or Printed Name of Notary



JAMES A. PILON
COMMISSION # CC 330826
EXPIRES JAN 5, 1998
Atlantic Bonding Co., Inc.
800-732-2245

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

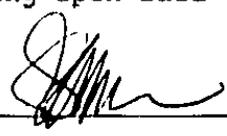
STATE OF FLORIDA
SECRETARY OF STATE
JAN 15 1968

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

THAT, Southwest Waterien, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Naples, County of Collier, State of Florida, has named Michael Monahan located at City of Naples, County of Collier, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process of the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By:  _____

Michael Monahan