

CAPITAL CONNECTION, INC.

117 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-6870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-6062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

DMC 4/10/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <i>W</i>	_____	_____	_____

WALK-IN *4-10* *12*
 Will Pick Up _____

RE: *Angel's Direct of Longwood, Inc.*

	C.C. FEE.	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	500801-452255	
Name Reservation	04/10/95-01040-009	
Annual Report/Reinstatement	****245.00****122.50	
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

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

ARTICLES OF INCORPORATION

OF

ANGEL'S DINER OF LONGWOOD, INC.

FILED

95 APR 10 PM 1:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **ANGEL'S DINER OF LONGWOOD, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 1221 Lee Road, Suite 212, Orlando, FL 32810.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Eric Holm, 1221 Lee Road, Suite 212, Orlando, FL 32810.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

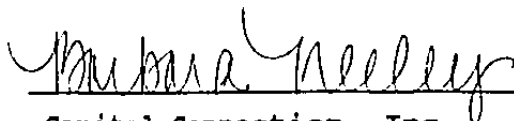
The name and address of each member of the initial Board of Directors of the corporation is:

P Eric Holm

V/S Dianne Holm

1221 Lee Road, Suite 212, Orlando, FL 32810

The undersigned has executed these Articles of Incorporation this 10th day of April, 1995.



Capital Connection, Inc.

Barbara Neeley - President

Incorporator

FILED

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

95 APR -10 PM 1:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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. The name of the corporation is: **Angel's Diner of Longwood, Inc.**
2. The name and street address of the registered agent and office is:
Eric Holm
1221 Lee Road, Suite 212
Orlando, Florida 32810

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.


Eric Holm

P95000028202

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 16, 1997

ANGEL'S DINER OF LONGWOOD, INC.
203 LOOKOUT PLACE
SUITE A
MAITLAND, FL 32751 US

SUBJECT: ANGEL'S DINER OF LONGWOOD, INC.
Ref. Number: P95000028202

Debit Memo #: 7697-U

This is to inform you that check #6002 in the amount of \$165.00 submitted with the annual report for ANGEL'S DINER OF LONGWOOD, INC. has been returned by your bank because of REFER TO MAKER.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after July 16, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 497A00026412

P95000028202

WOLFF, HILL, McFARLIN & HERRON, P. A.
ATTORNEYS AT LAW

135 West Central Boulevard
Suite 700
Orlando, Florida 32801

Telephone (407) 648-0058
Facsimile (407) 648-0681

NICHOLAS B. HANGON
KENNETH D. HERRON, JR.
PETER N. HILL
DAVID R. McFARLIN
FRANK M. WOLFF

MAILING ADDRESS:
P. O. BOX 2327
ORLANDO, FLORIDA 32802

July 2, 1997

Florida Department of State
Sandra B. Mortham, Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Statement of Change of Registered Office/Agent
Angel's Diner of Longwood, Inc.
Document Number: P95000028202

100002231551--8
-07/07/97-01132--004
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed are the following:

1. Statement of Change of Registered Office or Registered Agent or Both for Corporations for the above-named company.
2. Check No. 10030 in the amount of \$35.00 for the filing fee.

If you have any questions, the please call.

Yours truly,

Linda B. Kaplan
Paralegal

/lk
Enclosures

[Handwritten signature] 7/11

R.A. Change

G:\1674\secretary of state ltr re change of reg. agent

FILED
97 JUL -7 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State, Sandra B. Mortham, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: **Angel's Diner of Longwood, Inc.**
2. The mailing address of the corporation is: **611 Dog Track Road, Casselberry, Florida**
3. Date of incorporation/qualification: **April 10, 1995** Document Number: **P95000028202**
4. The name and address of the current registered agent and office:

**Eric Holm
203 Lookout Place, Suite A
Maitland, FL 32810 US**


5. The name and address of the new registered agent and office: (P. O. Box Not Accepted)

**L. James Peterson
4580 Se. Semoran
Orlando, FL 32822**

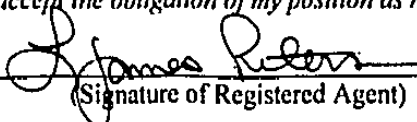
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97 JUL -7 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

 6/24/97
(Signature of an officer, chairman or vice chairman of the board) (Date)
L. James Peterson President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the property and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

 6/24/97
(Signature of Registered Agent) (Date)

If signing on behalf of entity:

L. James Peterson President
(Typed or Printed Name) (Capacity)

State of Florida



Department of State

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for ANGEL'S DINER OF LONGWOOD, INC., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of August 11, 1997 for failure to file the required annual report(s), as required by law.

The document number of this corporation is P95000028202.

P95000028202

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Eleventh day of August, 1997



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State