

995000039754

CAPITAL CONNECTION, INC.

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

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

STATE
 OF
 FLORIDA
 DIVISION OF
 CORPORATIONS
 19 11:03

1/15/99

RE: Hurini's Restaurants, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal	600001494266	
<input type="checkbox"/> C U S-	-05/19/95--01022--003	
<input type="checkbox"/> Fictitious Name File	***122.50	***122.50
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

DIVISION OF CORPORATIONS
 95 MAY 19 11:03 AM '99
 RECEIVED

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

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

WALK-IN Will Pick Up 519

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
HOUDINI'S RESTAURANTS , INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 19 AM 11:03

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 HOUDINI'S RESTAURANTS , INC.

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

The original principal office of the Corporation is 13404 Pub Place 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 10,000,000 shares of one mil (\$ 0.001) 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>
-------------	----------------

Alan H. Otte

13604 Pub Place
Tampa, Florida 33624

ARTICLE IX
Incorporator

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

<u>Name</u>	<u>Address</u>
Alan H. Otte	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.

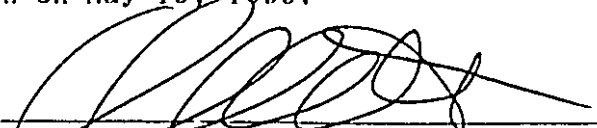
ARTICLE XV
Cumulative Voting

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 May 15, 1995.

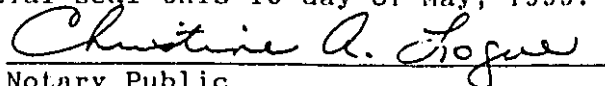


Alan H. Otte
Incorporator

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 ~~or produced~~ _____ ~~identification~~ and he did not take an oath.

WITNESS my hand and official seal this 15 day of May, 1995.



Notary Public
Printed Name: _____
State of Florida at Large

(NOTARY SEAL)



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

Serial Number: _____


My Commission Expires: _____

FILED
SECRETARY OF STATE
ACCEPTANCE BY REGISTERED AGENT DIVISION OF CORPORATIONS

95 MAY 19 AM 11:03

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: May 15, 1995



Alan H. Otte

CAPITAL CONNECTION

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

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

*Please file
 Together*

*6/18/95
 ADH
 ADH*

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

WALK-IN Will Pick Up *6-8* _____

RE: Hudini's Restaurant, Inc.

	C.C. FEE.	DISBURSED
Capital Express**		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
<input checked="" type="checkbox"/> 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		

900001512749
 -06/14/95--01036--001
 *****87.50 *****87.50

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

95 JUN 8 PM 1:24
FILED

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
HOUDINI'S RESTAURANTS™, INC.

FILED
95 JUN -8 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation of HOUDINI'S RESTAURANTS™, INC. were filed with and approved by the Secretary of State of Florida on the 19th day of May, 1985 under document Number P95000039754; and

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

WHEREAS, it is the intention of the sole incorporator and director of HOUDINI'S RESTAURANTS™, INC. that the Articles of Incorporation of HOUDINI'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 HOUDINI'S RESTAURANTS™, INC. hereinafter set forth was approved by the sole incorporator and director of HOUDINI'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 HOUDINI'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 O'MAGIC'S RESTAURANTS™, INC.

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby executed on behalf of HOUDINI'S RESTAURANTS™, INC. by its incorporator this 7th day of June, 1995.



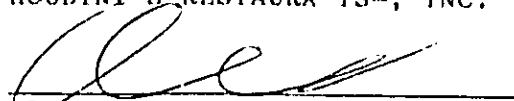
Alan H. Otte, sole incorporator
and sole director

CONSENT TO NAME CHANGE
OF
HOUDINI'S RESTAURANTS™, INC.

Effective as of: June 1, 1995

HOUDINI'S RESTAURANTS™, INC., Charter Number P95000039754 in connection with its own change of name, hereby consents to the simultaneous change of O'MAGIC'S RESTAURANTS™, INC. to HOUDINI'S RESTAURANTS™, INC.

HOUDINI'S RESTAURANTS™, INC.



Alan H. Otte, Incorporator