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ACCOUNT NO. : 072100000032

REFERENCE : 607420 81034A

AUTHORIZATION : *Patricia Pigott*

COST LIMIT : \$ 122.50

ORDER DATE : May 31, 1995

ORDER TIME : 10:04 AM

ORDER NO. : 607420

000011501860

CUSTOMER NO: 81034A

CUSTOMER: Michael W. Mead, Esq
MICHAEL WM. MEAD, ESQ

P. O. Drawer 1329

Ft. Walton, FL 32549

DOMESTIC FILING

NAME: GUGLIELMO'S LAFIAMMA, INC.

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: *T. BROWN* MAY 31 1995

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FILED
SECRETARIAL STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GUGLIELMO'S LaFIAMMA, INC.

The undersigned subscribers to these Articles of Incorporation, being natural persons, competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I.

Name

The name of this corporation is:

GUGLIELMO'S LaFIAMMA, INC.

ARTICLE II.
Nature of Business

The general nature of the business or businesses to be transacted by this corporation is the following: To do any and all acts authorized by the general laws of the State of Florida regardless of said principal purpose.

ARTICLE III.
Term of Existence

The term of existence of the corporation shall be perpetual.

ARTICLE IV.
Capital Stock

The maximum number of shares that this corporation is authorized to have outstanding at any one time is FIVE HUNDRED (500) SHARES having a nominal or par value of \$1.00 per share.

ARTICLE V.
Address

The principal place of business of this corporation shall be 529 Highway 98 East, Destin, Florida 32540, however, the business shall also be conducted at such other places, such other counties, and such other towns or cities within the State of Florida as may from time to time be authorized and directed by the shareholders.

ARTICLE VI.
Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved at a stockholder's meeting by the majority of the stockholders entitled to vote thereon.

ARTICLE VII.
Management of Corporation Affairs

The business of this corporation shall be managed by its stockholders rather than by a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be the act of the stockholders. Each stockholder shall be entitled to one (1) vote in person or by proxy for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, present in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE VIII.
Officers

The names and addresses of the President, Vice President, Secretary, and Treasurer are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
GUGLIELMO IANNI	C/O Guglielmo's Restaurant The Beachmark Inn 573 Santa Rosa Boulevard Fort Walton Beach, FL 32548	President
BRUCE G. WITKIND	53 Yacht Club Drive, #6 Fort Walton Beach Florida 32548	Vice President Secretary Treasurer

ARTICLE IX.
Subscribers

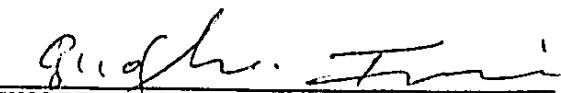
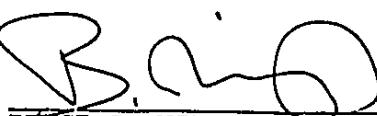
The names and addresses of the subscribers of these Articles of Incorporation and the number of shares they agree to take are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
GUGLIELMO IANNI	C/O Guglielmo's Restaurant The Beachmark Inn 573 Santa Rosa Boulevard Fort Walton Beach, FL 32548	250
BRUCE G. WITKIND	53 Yacht Club Drive, #6 Fort Walton Beach Florida 32548	250

ARTICLE X.
Registered Agent

The Registered Agent of the corporation shall be: GUGLIELMO IANNI, and the street address of the office, place of business or location for the service of process within this State shall be: 529 Highway 98 East, Destin, Florida 32541.

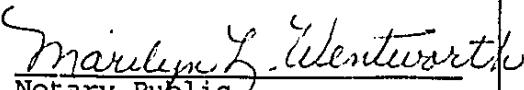
IN WITNESS WHEREOF, the undersigned have hereunto executed
these presents this 26th day of May, 1995.


GUGLIELMO IANNI

BRUCE G. WITKIND

STATE OF FLORIDA
COUNTY OF OKALOOSA

30th The foregoing instrument was acknowledged before me this
26th day of May, 1995, by GUGLIELMO IANNI,

X who is personally known to me, or
____ who has produced _____
as identification.

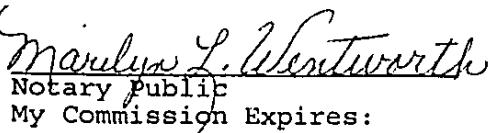

Marilyn L. Wentworth
Notary Public
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES JULY 19, 1995
BONDED THRU GENERAL INS. CO.

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this
26th day of May, 1995, by BRUCE G. WITKIND,

X who is personally known to me, or
____ who has produced _____
as identification.


Marilyn L. Wentworth
Notary Public
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES JULY 19, 1995
BONDED THRU GENERAL INS. CO.

FILED
95 MAY 31 PM 1:42
SECRETARIAL
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

DEPARTMENT OF STATE

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

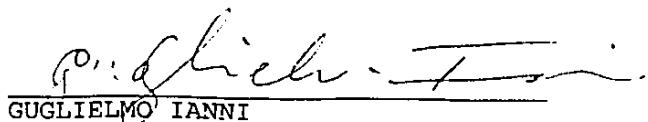
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: GUGLIELMO'S LaFIAMMA, INC.

desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 529 Highway 98 East, Destin, Florida 32541, has named GUGLIELMO IANNI, located at 529 Highway 98 East, Destin, Florida 32541, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for 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.



GUGLIELMO IANNI