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GLENN ANDERSON  
COUNSELOR AT LAW  
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(813) 299-7348

June 6, 1995

Division Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

700001509847  
-06/09/95--01058--014  
\*\*\*122.50 \*\*\*122.50

ATTENTION: DOMESTIC CORPORATION SECTION  
RE: MICHEAL'S STEAK & SEAFOOD, INC.

Dear Sir:

Enclosed you will find an original and a copy of the Articles of Incorporation of the caption entity. Please certify the copy and return it to this office.

Also enclosed you will find my check in the amount of \$122.50 to cover the following items of costs concerning this transaction:

|                                                   |                 |
|---------------------------------------------------|-----------------|
| Filing Fees                                       | \$ 35.00        |
| Certified Copy of Certificate<br>of Incorporation | \$ 52.50        |
| Certificate of Registered Agent                   | \$ 35.00        |
|                                                   | <u>\$122.50</u> |

Please note that we have designated the Registered Agent in the Articles of Incorporation.

Thank you for your continued courtesy and cooperation in this matter.

Sincerely,



GLENN ANDERSON  
Counselor at Law

GA:maj  
encl.

SDG

FILED  
95 JUN -9 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
MICHEAL'S STEAK & SEAFOOD, INC.

FILED  
95 JUN -9 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is MICHEAL'S STEAK & SEAFOOD, INC..

ARTICLE II - DURATION

This corporation shall exist perpetually. Corporate existence shall commence with the filing of these articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address and mailing address of the initial registered office of this corporation is 5420 Gall Blvd., Zepherhills, FL 33540 and the initial registered agent of this corporation at that address is Hung Huynh.

ARTICLE VI - ADDRESS OF PRINCIPAL OFFICE

The street address of the principal office is 5420 Gall Blvd., Zepherhills, FL 33540 and the mailing address of the principal office is 5420 Gall Blvd., Zepherhills, FL 33540

ARTICLE VII - INITIAL BOARD OF DIRECTOR

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and address of the initial directors of this corporation are:

Hung Huynh 4214 Lake Marianna Dr., Winter Haven, FL 33880  
Kim Huynh, 4214 Lake Marianna Dr., Winter Haven, FL 33880

ARTICLE VIII - INCORPORATORS

The names of the persons signing these articles are as follows and the addresses of such persons are as stated in Article VI above:

Hung Huynh 4214 Lake Marianna Dr., Winter Haven, FL 33880

ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

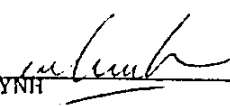
ARTICLE X - INDEMNIFICATION

This corporation shall indemnify an officer or director, or any former officer or director, to the full extent permitted by law.

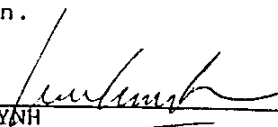
ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation, on June 6, 1995.

  
HUNG HUYNH

The undersigned hereby accepts the duty of registered agent for the above named corporation and is familiar with and accepts the duties and responsibilities as such registered agent for said corporation.

  
HUNG HUYNH

STATE OF FLORIDA  
COUNTY OF POLK

Before me, personally appeared Hung Huynh  
to me well known and known to me to be the persons  
described in and who executed the foregoing instrument, and  
acknowledged to and before me that they executed said  
instrument for the purposes therein expressed.

WITNESS my hand and official seal this 6th day of  
June, 1995.

(Seal)

Marie A. Fields  
NOTARY PUBLIC

My commission expires:

Notary Public, State of Florida  
My Commission Expires Dec. 11, 1995  
Revised Three Year Rule - Insurance Rule

FILED  
95 JUN -9 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA