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June 13, 1995

Secretary of State
Division of Corporations
P.O. Box 63217
Tallahassee, FL 32314

300001515513

-06/16/95--01071--020

****122.50 ****122.50

Re: American Cafe Concepts, Ltd., Inc.

Dear Sir/Madam:

Enclosed please find a check for the filing fee and the original and a copy of the Articles of Incorporation for American Cafe Concepts, Ltd., Inc. along with the acceptance of the resident agent. Please file and forward back a certified copy of the filed Articles.

I appreciate your cooperation in this request. If you have any questions, please call. With kindest regards, I remain,

Sincerely,



Richard A. Krause

Encls.

JUN 20 1995 BSB

FILED
95 JUN 16 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AMERICAN CAFE CONCEPTS, LTD. , INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation under Chapter 607, the Florida General Corporation Act, does hereby certify:

Article 1

The name of this corporation (which is hereinafter called the "Corporation") shall be:

AMERICAN CAFE CONCEPTS, LTD. , INC.

and the principal place of business will be 1234 Airport Road, Suite 123, Destin, Florida 32541.

Article 2

The purpose or purposes for which the Corporation is formed are:

a. To engage in the business of designing, marketing, constructing and operating concept eating establishments.

b. To transact any other lawful business for which corporations may be incorporated under the Act.

c. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

Article 3

The Corporation shall have perpetual existence.

Article 4

The aggregate number of shares which the Corporation is authorized to issue is 1000 shares of common stock with a par value of One-Tenth of One Dollar (\$0.10) per share.

Article 5

The street address of the initial registered office of the Corporation is 1234 Airport Road, Suite 123, Destin, FL 32541.

Article 6

The Board of Directors of the Corporation shall conduct the affairs of the Corporation and shall consist of one or more directors, the exact number of which shall be the number of directors from time to time fixed by the Board of Directors or the shareholders in accordance with the Bylaws of the Corporation. The names and addresses of the initial Board of Directors of the Corporation who shall hold office until their successors have been duly elected and qualified, are as follows:

Richard A. Krause 1234 Airport Road
Suite 123
Destin, Florida 32541

Article 7

The name and address of each incorporator signing these Articles of Incorporation is:

Richard A. Krause 1234 Airport Road
Suite 123
Destin, Florida 32541

Article 8

Pursuant to Subsection 607.0901(5), Florida Statutes, the Affiliated Transactions provision contained in Section 607.0901, Florida Statutes, shall not apply nor have any application to this corporation.

Article 9

These Articles of Corporation may be amended in the manner provided by law. Amendments may be proposed by the Board of Directors to the shareholders, and adopted upon the vote of a majority of the shareholders entitled to vote. The shareholders may amend the Articles of incorporation without an act of the Directors, and all of the Directors and all of the shareholders eligible to vote may sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted.

IN WITNESS WHEREOF, I the undersigned subscriber, above-named as the incorporator of AMERICAN CAFE CONCEPTS, LTD., INC., have hereunder set my hand and seal this 13th day of June, 1995.




RICHARD A. KRAUSE, INCORPORATOR

AMERICAN CAFE CONCEPTS, LTD., INC.

STATE OF FLORIDA
OFFICE OF THE SECRETARY OF STATE

The undersigned, RICHARD A. KRAUSE, having been designated as Agent for the Service of Process within the State of Florida, do hereby accept the appointment as such agent for the above named corporation.

IN WITNESS WHEREOF, the name of said Registered Agent is hereunto affixed at Destin, Florida, this 13th, day of June, 1995.



Richard A. Krause

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TALLAHASSEE, FLORIDA