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SCHOENE, BYRD & PALMER

Counsellors at Law

A Partnership of Professional Associations

807 South Orlando Avenue, Suite H

Post Office Box 2187

Winter Park, Florida 32790-2187

John S. Schoene
James S. Byrd, Jr.
Hugh M. Palmer

Telephone 407/645-2030
Telecopier 407/645-5108

June 26, 1995

VIA UPS NEXT DAY DELIVERY

Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: SBK Foods, Inc.

Dear Sir/Madam:

EFFECTIVE DATE

6-26-95

FILED
JUN 27 PM 12:02
TALLAHASSEE, FLORIDA

Please file the enclosed original of the Articles of Incorporation for the above-referenced proposed corporation. Also, please acknowledge receipt on the duplicate Articles and return them to me, via regular mail. Our check in the amount of \$122.50 to cover the filing fees is enclosed.

Thank you for your attention to this matter and please call me if you have any questions.

Sincerely,

Angie

Angela P. Berkey

:ab
Enclosures

200001524872
-06/27/95--01100--018
****122.50 ****122.50

D. BROWN JUN 29 1995

EFFECTIVE DATE
6-26-95

ARTICLES OF INCORPORATION

OF

SBK FOODS, INC.

FILED
95 JUN 27 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be **SBK FOODS, INC.** and the principal place of business shall be 807 S. Orlando Avenue, Suite H, Winter Park, FL 32789.

ARTICLE II - TERM OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III - GENERAL PURPOSE

The general purpose for which this Corporation is organized shall be:

(1) For any lawful purpose

(2) It is intended that this Corporation is organized for and may conduct and transact any or all lawful business authorized and not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is four million (4,000,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida will be 807 S. Orlando Avenue, Suite H, Winter Park, Florida 32789.

The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is James S. Byrd, Jr. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

(1). The initial number of directors of this Corporation shall be two (2).

(2). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one.

(3). The name and street address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
NORM KAUFMAN	807 S. Orlando Avenue, Suite H Winter Park, FL 32789
JAMES S. BYRD, JR.	807 S. Orlando Avenue, Suite H Winter Park, FL 32789

ARTICLE VII - INCORPORATOR


The name and street address of the incorporator of this Corporation is:

<u>Name</u>	<u>Street Address</u>
James S. Byrd, Jr.	807 S. Orlando Avenue, Suite H Winter Park, FL 32789

ARTICLE VIII - AMENDMENT TO ARTICLES

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Winter Park, Florida, this 26th day of June, 1995.

 (SEAL)
JAMES S. BYRD, JR.

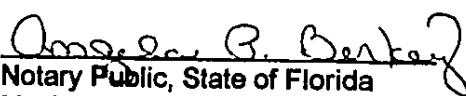
Having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.325 of the Florida Statutes.

Signature: 
Date: 6/26/95

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared JAMES S. BYRD, JR., known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed said instrument for the uses and purposes set forth herein.

WITNESS my hand and official seal in the County and State last aforesaid this 26th day of June, 1995.


Notary Public, State of Florida
My Commission Expires:



FILED
95 JUN 21 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0171
904-222-0172 FAX

800-342-8086



DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 640531 11725A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : July 12, 1995

ORDER TIME : 1:54 PM

ORDER NO. : 640531

CUSTOMER NO: 11725A

CUSTOMER: Ms. Angela P. Berkey
James S. Byrd, Jr., P.a.
Suite H
807 South Orlando Avenue
Winter Park, FL 32789

100001536151
-07/12/95--01065--020
*****35.00 *****35.00

DOMESTIC AMENDMENT FILING

NAME: SBK FOODS, INC.

FILED
95 JUL 12 PM 4:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

1/13
JBY
Name
Change

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
SBK FOODS, INC.

FILED
95 JUL 12 PM 4:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned President of SBK FOODS, INC. hereby certifies that on July 11th 1995 all of the Directors and Shareholders of SBK FOODS, INC., by written action in lieu of a joint special meeting in accordance with the provisions of Sections 607.134 and 607.394, Florida Statutes, approved a resolution amending Article I of the Articles of Incorporation of SBK FOODS, INC., and that the following is a true and correct copy of said resolution:

RESOLVED, that Article I of the Articles of Incorporation is hereby amended to read as follows:

"Article I. NAME. The name of the corporation is SOBIK'S RESTAURANT CORP.

FURTHER RESOLVED, that the Officers of the Corporation are hereby authorized and directed to take any and all action necessary to effect such amendment.

Executed this 11th day of July, 1995.

ATTEST:

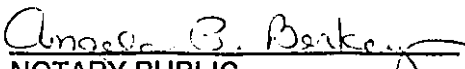
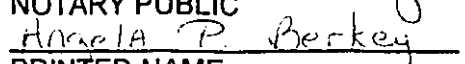
SOBIK'S RESTAURANT CORP.
f/k/a SBK FOODS, INC.


By: Norm Kaufman
Its: President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me by NORM KAUFMAN, President of SBK FOODS, INC., f/k/a SBK FOODS, INC. on behalf of the corporation. This person is known to me personally and did take an oath.

11th WITNESS my hand and official seal in the State and County last aforesaid, this day of July, 1995.


NOTARY PUBLIC

PRINTED NAME
My Commission Expires:

