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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 643747 158377A

AUTHORIZATION : Patricia Pytko

COST LIMIT : \$ 122.50

ORDER DATE : July 18, 1995

ORDER TIME : 2:58 PM

100001540711

ORDER NO. : 643747

CUSTOMER NO: 158377A

CUSTOMER: Terence E. Vadyda, Esq
TERENCE E. VAYDA, P.A.

5006 28th Court

Bradenton, FL 34203

DOMESTIC FILING

NAME: GORTY'S, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

T. BROWN JUL 18 1995

FILED
95 JUL 18 PM 5:19
SECRET
TALAMONCE, MISSOURI

ARTICLES OF INCORPORATION
OF
GORTY'S, INC.

FILED
25 JUL 18 PM 5:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GORTY'S, INC.

The address of the principal office of this corporation shall be 5406C Riverfront Drive, Bradenton, Florida 34208, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation and to own, operate, and manage food service restuarants and other facilities and related enterprises.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Gregory J. Gort	5406C Riverfront Drive
Dir./Pres./Sec./Treas.	Bradenton, Florida 34208

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on July 18, 1995.

CORPORATION SERVICE COMPANY

By: [Signature]
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Florida corporation
to transact business in this State, having a business office
identical with the registered office of the corporation named
above, and having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and accepts the
obligations of the position of Registered Agent under Section
607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: [Signature]
Its Agent, Gail Shelby

GMC/dgs

TERENCE E. VAYDA

Attorney at Law
5006 28th Court East
Bradenton, Florida 34203

Telephone (941) 755-3954
Facsimile (941) 755-4908

p95000055649

Illinois Firm: Vayda & Anoy

July 27, 1995

Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Attention: Division of Corporations

Re: Gorty's, Inc., Change of Registered Agent

Dear Division of Corporations:

Enclosed you will find the Change of Registered Agent form for the above corporation, and, the \$35.00 filing fee.

Please return a filed copy to my attention.

A copy has been forwarded to the Corporation Service Company notifying it of the change of agent.

Very truly yours,

Terence E. Vayda
Terence E. Vayda

cc: Gregory J. Gort

R.A. Change

N. HENDRICKS AUG 4 1995

FILED
95 JUL 31 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
*****35.00 *****35.00

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,
Florida Statutes, the undersigned corporation organized under the laws of the State of
FLORIDA submits the following statement in order to change its registered office
or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: GORTY'S, INC.

1b. Date of incorporation 7-18-95 Document number P95000055649

2. The name and address of the current registered agent and office:

Corporation Service Company

1201 Hays Street, Tallahassee, FL 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

GREGORY J. GORT

7212 CORTEZ ROAD WEST, BRADENTON, FL 34210

The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.

X Gregory J. Gort
SIGNATURE
7/27/95
DATE

GREGORY J. GORT, PRESIDENT
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COM-
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE X Gregory J. Gort
(Registered Agent)
DATE X 7/27/95

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

P9500055649
C.S. NETWORKS
CORPORATION SERVICE COMPANY

AUGUST 2, 1995

DEPARTMENT OF STATE
UPDATING SECTION

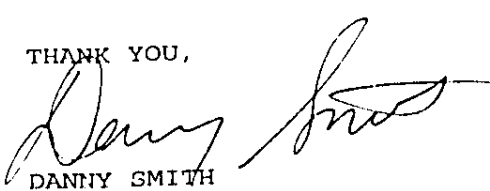
DEAR LADIES:

WILL YOU PLEASE MAKE A CORRECTION ON THIS CORPORATION'S PRINCIPAL
ADDRESS.

"GORTY'S, INC."
ADDRESS SHOULD BE - 5460C RIVERFRONT DRIVE, BRADENTON, FL 34208.

PLEASE SEND ME A PRINTOUT SHOWING THE CORRECTION

THANK YOU,


DANNY SMITH
C.I.S.

T. BROWN AUG - 3 1995