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August 1, 1995
VIA FEDERAL EXPRESS

State of Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
8-1-95

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Re: Durango Steakhouse of Largo, Inc.

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation for Durango Steakhouse of Largo, Inc., and return a certified copy of the filed Articles of Incorporation to me. The enclosed Check No. 18446, in the amount of \$122.50, should be sufficient for the filing, designation of registered agent, and certified copy fees. If the enclosed check is not sufficient, or if there is any other problem with filing this document, please call me immediately. Otherwise, I shall look forward to receiving a certified copy of the filed document in the near future.

Sincerely,

POWELL, CARNEY, MOORE,
HUCKS & OLSON, P.A.

JOEL B. GILES

JBG/sh
enclosures

*Same per Beller
have 894-77408*

B. REGISTER AUG - 3 1995

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 AUG - 2 AM 8:35

FILED

EFFECTIVE DATE
8-1-95

ARTICLES OF INCORPORATION
OF

DURANGO STEAKHOUSE OF LARGO, INC.

FILED
95 AUG -2 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation (the "Corporation") under the provisions of Chapter 607 of the Florida Statutes, hereby agrees to the following:

ARTICLE I
Name and Address

The name of the Corporation shall be DURANGO STEAKHOUSE OF LARGO, INC. Its principal place of business shall be at 2325 Ulmerton Road, Suite 20, Clearwater, Florida 34622.

ARTICLE II
Purpose and Powers

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III
Term of Existence

The Corporation shall have perpetual existence. Corporate existence shall commence on August 1, 1995, the date of execution and acknowledgement of these Articles of Incorporation, provided that these Articles of Incorporation are filed with the State of Florida Department of State within five (5) business days of such date. Otherwise, corporate existence shall commence on the date of filing of these Articles of Incorporation.

ARTICLE IV
Capital Stock

The authorized capital stock of the Corporation shall be 1,200 shares of common stock having a par value of \$1.00 per share.

ARTICLE V
Preemptive Rights Granted

Each shareholder of the Corporation shall have the first right to purchase shares of the Corporation or securities convertible into such shares of the same class, kind, or series as that which the shareholder already holds that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the Corporation, in the ratio that the number of shares it holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. Any such preemptive right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms, and conditions of the issue of shares and inviting the shareholder to exercise its preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE VI
Board of Directors

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of two (2) Directors, whose names and addresses are as follows:

Name	Address
Fred B. Bullard, Jr.	2325 Ulmerton Road, Suite 20 Clearwater, Florida 34622
Karol K. Bullard	2325 Ulmerton Road, Suite 20 Clearwater, Florida 34622

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but, after the initial meeting of the shareholders and on the election of the first Board of Directors after the initial Board of Directors, shall not be less than one (1) nor more than five (5).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VII Bylaws

Section 1. The Initial Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Initial Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended, or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE VIII Amendments

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE IX Registered Office and Agent

Section 1. The street address of the initial registered office of the Corporation shall be 200 Central Avenue, Suite 1210, St. Petersburg, Florida 33701.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be Joel B. Giles.

ARTICLE X Incorporator

The name and address of the incorporator is:

Name	Address
Joel B. Giles	200 Central Avenue, Suite 1210 St. Petersburg, Florida 33701

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 1st day of August, 1995.

JOEL B. GILES

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 1st day of July, 1995, by JOEL B. GILES, who is personally known to me or has produced _____ as identification.

(Sign on this line)

(legibly print name on this line)

NOTARY PUBLIC, State of Florida

COMMISSION CC 434713

EXPIRATION January 23, 1999

(SEAL)



SHARON D HALL
My Commission CC434713
Expires Jan 23, 1990
Bonded by HAL
800-422-1555

ACCEPTANCE

I hereby accept to act as initial Registered Agent for DURANGO STEAKHOUSE OF LARGO, INC., as stated in these Articles of Incorporation.

Joel B. Giles