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BECKMEYER & MULICK

KARL BECKMEYER *
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ADDITIONAL JURISDICTIONS

* ILLINOIS
** NEW JERSEY

August 29, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

RE: Keys Restaurants, Inc.

Gentlemen:

Enclosed please find the Articles of Incorporation for the above corporation, together with my check in the amount of \$122.50 to cover the cost of the filing fee and a certified copy of the Articles of Incorporation.

Please have the enclosed documents filed and return to me a certified copy of the Articles.

Thank you.

Very truly yours,

BECKMEYER & MULICK

By: 

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Enclosure

cc: Mr. Charles Cafiero

SN SEP 07 1995

FILED
09 SEP - 5 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
KEYS RESTAURANTS, INC.

FILED
95 SEP -5 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be Keys Restaurants, Inc. and the mailing address for the corporation is 99198 Overseas Highway, Key Largo, Florida, 33037.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the State of Florida.

ARTICLE IV

The corporation shall have authority to issue 100 shares all of one class, \$1 par value.

ARTICLE V

The address of its initial registered office is 99198 Overseas Highway, Key Largo, Florida, 33037, and the name of its initial Registered Agent at said address is Charles Cafiero.

ARTICLE VI

The initial Board of Directors shall consist of three directors, whose names and addresses are:

Charles Cafiero
99198 Overseas Highway
Key Largo, FL 33037

Donato Morra
118 N. Hammock
Islamorada, FL 33036

Antonio Morra
6940 Bay Drive
Miami Beach, FL 33141

ARTICLE VII

The name and address of the incorporator is:

Charles Cafiero
99198 Overseas Highway
Key Largo, FL 33037

ARTICLE VIII

Preemptive Rights shall be as follows:

1. Shareholders of the corporation shall have preemptive rights to acquire their

pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

2. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

3. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

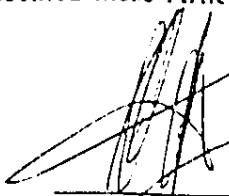
4. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be

made.

The undersigned incorporator has executed these Articles of Incorporation this ___
day of August, 1995.



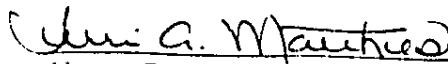
Charles Cafiero, Incorporator

State of Florida

County of Monroe

The foregoing instrument was acknowledged before me this 29th day of August,
1995 by Charles Cafiero. He is personally known to me or has produced _____
_____ as identification and did(did not) take an oath.

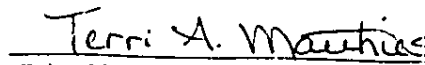




Notary Public (Seal)

My Commission Expires





(Print Name of Notary Public)

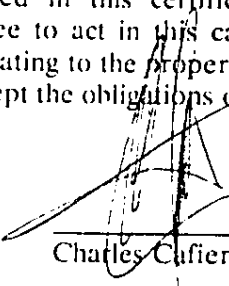
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 and 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Keys Restaurants, Inc.
2. The name and address of the registered agent and office is:

Charles Cafiero
99198 Overseas Highway
Key Largo, FL 33037

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Charles Cafiero, Registered Agent

8/29/95

Dated

FILED
25 SEP -5 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA