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LAW OFFICES

GLENN RASMUSSEN & FOGARTY

100 SOUTH AMELIA DRIVE, SUITE 1000
P.O. BOX 5555 TAMPA, FLORIDA 33601-5555
TEL: 224-5555 FAX: 224-5544

September 8, 1995

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

Attn: New Filing Section

Re: Rocky Mountain Restaurant Partners, Inc.

Gentlemen:

Enclosed are the following items pertaining to the incorporation of Rocky Mountain Restaurant Partners, Inc.:

1. The original and one copy of Articles of Incorporation;
2. Acceptance of Registered Agent; and
3. Our check payable to you for the following charges:

Filing fee	\$35.00
Certified copy	52.50
Filing Registered	
Agent's certificate	<u>35.00</u>
TOTAL	\$122.50

Please approve and file the original Articles of Incorporation, certify the copy of them, and return the certified copy to us.

Very truly yours,

GLENN RASMUSSEN & FOGARTY



David S. Felman

DSF/ba
Enclosures
cc: Lowry Baldwin
1624-001
(bca/B44)

SEP 14 1995 BSB

ARTICLES OF INCORPORATION

FILED

OF

95 SEP 11 AM 9:53

ROCKY MOUNTAIN RESTAURANT PARTNERS, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of Rocky Mountain Restaurant Partners, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

Rocky Mountain Restaurant Partners, Inc.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal business office and mailing address of the corporation is:

5521 West Cypress Street
Tampa, Florida 33622

ARTICLE III. INITIAL BOARD OF DIRECTORS

The corporation shall have three directors initially. The name and street address of the director is:

<u>Name</u>	<u>Address</u>
Lowry Baldwin	5521 West Cypress St. Tampa, FL 33622
Carlos Alfonso	5521 West Cypress St. Tampa, FL 33622
Charles Davis	5521 West Cypress St. Tampa, FL 33622

ARTICLE IV. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 1,000 shares of common stock, having a par value of \$0.01 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5521 West Cypress Street, Tampa, Florida 33622, and the name of the corporation's initial registered agent at that address is Lowry Baldwin.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator is:

David S. Felman
100 South Ashley Drive, Suite 1300
Tampa, Florida 33602

The incorporator assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporator to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.

EXECUTED: September 4, 1995



DAVID S. FELMAN
as incorporator

(bca/842)

ROCKY MOUNTAIN RESTAURANT PARTNERS, INC.

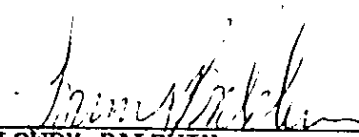
ACCEPTANCE OF REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Rocky Mountain Restaurant Partners, Inc., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 5521 West Cypress, Tampa, Florida 33622, has named Lowry Baldwin as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for Rocky Mountain Restaurant Partners, Inc., at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

DATE: September 9, 1995



LOWRY BALDWIN

(bca/842)

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TAMPA, FLORIDA