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RUTH A. SCOTT
PROBATE PARALEGAL

September 13, 1995

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

10000158505 1
-03/14/95--01072--015
*****70.00 *****70.00

RE: Articles of Incorporation of
Fabulous Fifties Diner, Inc.

Gentlemen:

In reference to the above captioned matter, enclosed you will find original and one (1) copy of proposed Articles of Incorporation, and our check made payable to your order in the amount of \$70.00, representing the following:

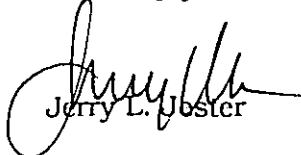
Filing Fee	\$35.00
Registered Agent Designation	<u>\$35.00</u>
TOTAL:	<u>\$70.00</u>

PLEASE NOTE: There presently is a corporation under the name of Fabulous Fifties Diner, Inc. However, they have consented to this new use of the name, the original of which Consent Resolution is enclosed herewith, and they are changing their name by amendment, under separate cover, which was sent to you earlier this week.

We would appreciate it if you would telephone us, collect, to advise us when this corporation has been filed and a number assigned to it.

Please provide the undersigned with a conformed copy. Thank you for your assistance and cooperation in this matter. If you have any questions, please do not hesitate to call.

Sincerely yours,


Jerry L. Jester

JLJ/mle
Enclosures

FILED
95 SEP 14 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-18
* Spoke to Barbara in regards to the above. Informed
her that corporate name is available. Note have
does not reject another corp by the same
name.

ARTICLES OF INCORPORATION

OF

FABULOUS FIFTIES DINER, INC.

ARTICLE I. Name

The name of this corporation is FABULOUS FIFTIES DINER, INC.

ARTICLE II. Duration

This corporation shall have perpetual existence.

ARTICLE III. Purposes

The general purposes for which this corporation is organized are as follows: To operate a restaurant business; to engage in any type of lawful business; lend or borrow money and to draw, make, accept, discount and issue promissory notes, bills of exchange and other negotiable instruments and to secure the same by mortgage or otherwise; to have offices and officers, agent and agencies in the State of Florida or in any other of United States, or in foreign countries; and to exercise generally such powers as may be incident to or convenient for the purposes and businesses of the corporation and to engage in any activity or business permitted under the laws of the United States and the State of Florida, it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict the general powers of the corporation.

ARTICLE IV. Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be one thousand (1000) shares of common voting stock with a par value of One Dollar (\$1.00) per share. All stock issued shall be fully paid.

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TALLAHASSEE, FLORIDA

ARTICLE V. Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. Initial Registered Office and Agent

The street address of the initial registered and principal office of this corporation is 6830 Bright Avenue, Cocoa, Florida 32927, and the name of the registered agent at that address is William Strob. The mailing address of the corporation is 6830 Bright Avenue, Cocoa, Florida 32927.

ARTICLE VII. Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial directors of this corporation is:

Jack Swearingen 1420 College Ave., Cocoa, Florida 32922
William Strob 6830 Bright Ave., Cocoa, Florida 32927

ARTICLE VIII. Incorporators

The name and address of the person signing these articles is:
William Strob 6830 Bright Avenue, Cocoa, Florida 32927

ARTICLE IX. Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X. Amendment

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 subscriber has executed these Articles of Incorporation this 12th day of September, 1995.

William Strob
WILLIAM STROB

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

William Strob
William Strob

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid personally appeared William Strob, to me personally known and known by me as the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, and William Strob also executed the acceptance of Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 12th day of September, 1995.

Jerry L. Jester
Notary Public, State of Florida
My Commission Expires: