

(SAMPLE LETTER OF TRANSMITTAL)

P960000002210

Date 12/18/95

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

Re: Mom's Diner, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

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-01/03/96--01012--018
****122.50 ****122.50

Guerda M. Castor
(individual's name)
Guerda M. Castor

Mom's Diner, Inc
(name of corporation)

MAILING ADDRESS OF CORPORATION		
335 Medina Ct		
Poinciana, FL 34758		
PHONE		
(407)	846-0612	
Area Code	Number	Ext.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
1-8-96

ARTICLES OF INCORPORATION

of

Mom's Diner, Inc.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Mom's Diner, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Hundred shares (100) of Five Dollar(s) (\$ 5.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>Guerda M Castor</u>		
ADDRESS	<u>335 Medina Ct</u>		
CITY	<u>Poinciana</u>	FLORIDA	ZIP <u>34758</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>Mom's Diner, Inc.</u>		
ADDRESS	<u>335 Medina Ct</u>		
CITY	<u>Poinciana</u>	FLORIDA	ZIP <u>34758</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>Emmanuel Castor</u>		
ADDRESS	<u>335 Medina Ct</u>		
CITY	<u>Poinciana</u>	STATE <u>Florida</u>	ZIP <u>34758</u>
NAME	<u>Guerda M. Castor</u>		
ADDRESS	<u>335 Medina Ct</u>		
CITY	<u>Poinciana</u>	STATE <u>Florida</u>	ZIP <u>34758</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Emmanuel Castor		
ADDRESS	335 Medina Ct		
CITY	Poinciana	STATE	Florida ZIP 34758
NAME	Guerda M. Castor		
ADDRESS	335 Medina Ct		
CITY	Poinciana	STATE	Florida ZIP 34758
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 18th day of December, 19 95.

Emmanuel Castor (Seal)
Guerda M. Castor (Seal)
 _____ (Seal)

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mom's Diner, Inc
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at **335 Medina Ct**

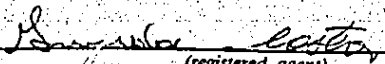
Poinciana, Florida 34758

has named **Guerda M. Castor**

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)
Guerda M. Castor