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CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Agri Management, Inc.

96 JAN 22 PM 3:52

SECRET OF STATE
TALLAHASSEE, FLORIDA

Capital Express™
Art. of Inc. File _____
Corp. Record Search _____
Ltd. Partnership File _____
Foreign Corp. File _____
() Cert. Copy(s) _____

8100011330003

Art. of Amend. File _____
Dissolution/Withdrawal _____
C U S _____
Fictitious Name File _____

01719/96--01045--014
*****70:00 *****74:00

Name Reservation _____
Annual Report/Reinstatement _____
Reg. Agent Service _____
Document Filing _____

8100011330003
01/19/96--01045--015
*****52:50 *****52:50

Corporate Kit _____
Vehicle Search _____
Driving Record _____
Document Retrieval _____

UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
File No.'s, _____ Copies _____

Courier Service _____
Shipping/Handling _____
Phone () _____
Top Priority _____
Express Mail Prop. _____
FAX () _____ pgs.

SUBTOTALS _____

FEE.....
DISBURSED.....
SURCHARGE.....
TAX on corporate supplies.....
SUBTOTAL.....
PREPAID.....
BALANCE DUE.....
\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____

BY Jan _____ CK No. _____

WALK-IN
Will Pick Up 1/19 12:00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

96 JAN 22 PM 3:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 19, 1996

CAPITAL CONNECTION, INC.
P O BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: AGRI-MANAGEMENT, INC.
Ref. Number: W96000001478

RESTAURANT MANAGEMENT, INC.

We have received your document for AGRI MANAGEMENT, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 296A00002500

RECEIVED
96 JAN 22 PM 1:33
DIVISION OF CORPORATION

Corrected

ARTICLES OF INCORPORATION

- of -

AGRI RESTAURANT MANAGEMENT, INC.

FILED

96 JAN 22 PM 3:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, **NANCY J. CASS**, whose address is 324 Hyde Park Avenue, Suite 375, Tampa, Florida 33606, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the Corporation shall be:

AGRI RESTAURANT MANAGEMENT, INC.

The principal place of business of this Corporation shall be 1015 Howard Avenue South, Tampa, Florida 33606.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The commencement of corporate existence:

The corporation's existence will commence January 17, 1996, provided however, that such date is within five business days prior to the date these Articles of Incorporation are filed by the Department of State of the State of Florida. If such date is not within five business days of the date of filing, then the corporation's existence will commence on the date these Articles of Incorporation are filed by the Department of State of the State of Florida.

EFFECTIVE DATE

1-17-96

ARTICLE IV

The purpose or purposes for which the Corporation is organized is as follows:

To engage in any activity or business not forbidden by the Florida corporation laws, or by other law, or by these Articles of Incorporation, and to carry on said activity or business in any state, territory, district or possession of the United States or in any foreign country to the extent that the activity or business is not forbidden by the law of the state, territory, district or possession of the United States or of any foreign country.

ARTICLE V

The aggregate number of shares that the corporation shall have authority to issue is Five Million Shares of capital stock with no par value per share.

ARTICLE VI

The initial street address in Florida of the initial registered office of the corporation is 324 Hyde Park Avenue, Suite 375, Tampa, Florida 33606, and the name of the initial Registered Agent at said address is Nancy J. Cass.

ARTICLE VII

The initial Board of Directors shall consist of One (1) member, who need not be a resident of the State of Florida or a shareholder in the Corporation.

ARTICLE VIII

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified are as follows:

Jonathan Agri

1015 Howard Avenue South
Tampa, Florida 33606

ARTICLE IX

The shareholders have the power to adopt, amend, alter or change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with no less than a majority of the vote of the common stock.

ARTICLE X

10.1 The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined by majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer, director or employee

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interest of the Corporation; and

(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign

the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

10.2 Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director or employee is entitled to indemnification, the officer, director, or employee may, within sixty (60) days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in subparagraphs (a), (b), and (c) of paragraph 9.1. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

IN WITNESS WHEREOF, the undersigned has made and subscribed to the above Articles of Incorporation at Tampa, Florida, on the ____ day of _____, 1995.


NANCY J. CASS

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

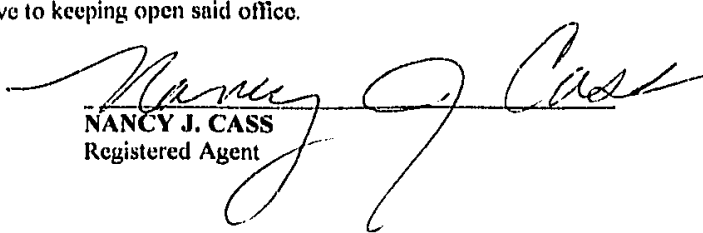
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT AGRI RESTAURANT MANAGEMENT, INC.,
desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Tampa, County of Hillsborough, and State of Florida, has named **NANCY J. CASS**, located at its registered office at 324 Hyde Park Avenue, Suite 375, Tampa, Florida 33606, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


NANCY J. CASS
Registered Agent