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TALLAHASSEE, FL 32301
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ACCOUNT NO. 07100000003

REFERENCE : 031433 076230

AUTHORIZATION :

COST LIMIT : % FPD

ORDER DATE : February 2, 1996

ORDER TIME : 1:50 PM

ORDER NO. : 031433

CUSTOMER NO: 07623A

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****367.50 ****122.50

CUSTOMER: Terence P. McCarthy, Esq
MCCARTHY SUMMERS BOBKO MCKEY &
RONAN, P.A.
Suite 2-a
2001 E. Ocean Boulevard
Stuart, FL 34996

DOMESTIC FILING

NAME: CCI OF SUNRISE, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: HBD

EXAMINER'S INITIALS:

RECEIVED
96 FEB -2 PM 3:11
DIVISION OF CORPORATION

FILED
96 FEB -2 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN FEB - 5 1996

ARTICLES OF INCORPORATION
OF
CCI OF SUNRISE, INC.

FILED
96 FEB -2 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: CCI OF SUNRISE, INC.

The address of the principal office of this corporation shall be: 4225 Genesee St., Buffalo, NY 14225, and the mailing address of the corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS

The business activities of this corporation are limited to the development and operation of one or more T.G.I. Friday's® Restaurants.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock. Any transfer or conveyance of shares in this corporation is limited by Sections 14.02 and 14.03 of a Franchise Agreement with TGI Friday's Inc., a New York corporation.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be: 2081 E. Ocean Boulevard, 2-A, Stuart, Florida 34996, and the name of the initial registered agent of the corporation at that address is Terence P. McCarthy.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is James A. Cosentino, 4225 Genesee Street, Buffalo, NY 14225.

ARTICLE VII - COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence corporate existence on the time of filing with the Florida Department of State as evidenced by the date and time endorsement on the original document.

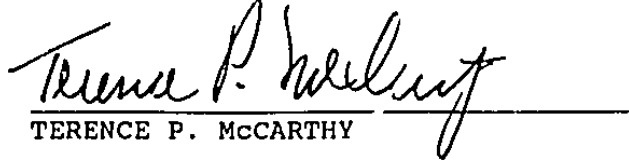
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 26th day of January, 1996.



JAMES A. COSENTINO

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

TERENCE P. MCCARTHY, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



TERENCE P. MCCARTHY