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FLORIDA DIVISION OF CORPORATIONS

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DEPARTMENT OF STATE
STATE OF FLORIDA
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TALLAHASSEE, FL 32399
MELBOURNE FL 32901-
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

OR P.A.

NAME: CAPTIVA RESTAURANTS, INC.

FAX AUDIT NUMBER: H96000002243

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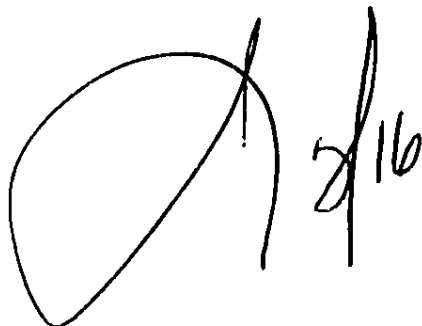
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BY SIGN OF CORPORATION



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**ARTICLES OF INCORPORATION
OF
CAPTIVA RESTAURANTS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to the formation of a corporation under the laws of the State of Florida.

**ARTICLE I
Name**

The name of this Corporation is CAPTIVA RESTAURANTS, INC.

**ARTICLE II
Term of Existence**

This Corporation shall commence upon the filing of these Articles and shall exist perpetually.

**ARTICLE III
Purpose**

To engage in any activity or business lawful under the laws of the State of Florida or the United States of America.

**ARTICLE IV
Capital Stock**

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value, common stock.

The shares of this Corporation are not to be divided into classes.

THIS INSTRUMENT PREPARED BY:
DALE A. DETTMER, ESQ.
780 S. Apollo Boulevard
Melbourne, Florida 32901
(407) 723-5646
Bar No. 172988

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This Corporation is not authorized to issue shares in series.

ARTICLE V
Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI
Initial Registered Office, Agent and Corporation

The initial street address in Florida of the initial registered office of this Corporation is 780 S. Apollo Boulevard, Melbourne, FL 32901 and the name of the initial registered agent of this Corporation at that address is Dale A. Dettmer, Esq. The initial address of the Corporation is 403 E. Strawbridge Avenue, Melbourne, Florida 32901.

ARTICLE VII
Board of Directors

The initial Board of Directors shall consist of one director 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 person who shall serve as director until the first annual meeting of shareholders or until his successor shall have been elected and qualified is as follows:

James C. White, II
403 E. Strawbridge Avenue
Melbourne, FL 32901

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ARTICLE VIII
Cumulative Voting

The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares to distribute them among as many candidates as he may wish. Notice must be given to the President of this Corporation not less than twenty-four (24) hours prior to the time set for the holding of the shareholders' meeting for the election of directors that said shareholder intends to accumulate his vote at the election.

ARTICLE IX
Incorporator

The name and address of the initial incorporator is as follows: Dale A. Dettmer, Esq. 780 S. Apollo Boulevard, Melbourne, FL 32901

ARTICLE X
Amendment to Articles

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with not less than a majority vote of the common stock.

ARTICLE XI
Acceptance by Registered Agent

The Registered Agent is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

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IN WITNESS WHEREOF, the undersigned has made and
subscribed to these Articles of Incorporation in Melbourne, Brevard
County, Florida, this 16th day of February, 1996.


(Seal)
Incorporator &
Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, an officer
duly qualified to take acknowledgments, personally appeared Dale A.
Dettmer, and personally known by me to be the person described in
and who executed the foregoing instrument and acknowledged before me
that he executed the same.

WITNESS my hand and official seal in the County and State
last aforesaid, this 16th day of February, 1996.


Notary Public
Print Name:

My Commission Expires:



GUSAN E. CASAMASSIMA
MY COMMISSION # 00230028 EXPIRES
October 16, 1998
BOND OF \$100,000.00 TROY PAUL INSURANCE, INC.

SECRETARY OF STATE
ALABAMA, FLORIDA

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