

P96000015140
BEALE & ASSOCIATES, INC.

February 09, 1996

Secretary of State
Division of Incorporation
P.O.Box 6327
Tallahassee, Florida 32314

To Whom It May Concern:

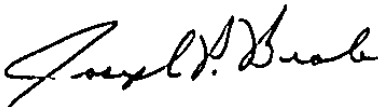
Please find enclosed the Articles of Incorporation for:

600001715426
-02/15/96--01027--017
****490.00 ****122.50

MOM'S DINER OF ZELLWOOD, INC.

I hereby deliver these articles of incorporation and appropriate filing fees and request the Department of State to file these articles of incorporation in accordance with Chapter 607.164 of Florida Statutes.

Sincerely,



Joseph P. Beale

enclosures: articles of incorporation
certificate designating place of business and
naming registered agent
filing fees: articles of incorporation filing
registered agent
certified copy

35.00
35.00
52.50
122.50

FILED
FEB 15 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-19-96
JP

ARTICLES OF INCORPORATION OF

Mom's Diner of Zellwood, Inc.

The undersigned incorporator makes, subscribes, acknowledges, and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I Name & Address

The name of this corporation is:

Mom's Diner of Zellwood, Inc.

The address of the principle office is:

**P.O.Box 324
Zellwood, FL 32798**

ARTICLE II Term of Existence

This corporation shall commence as of the date of the filing on these Articles with the Secretary of State and shall have perpetual existence.

ARTICLE III Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV Capital Structure

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 750,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE V Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be **Shirley M. Spencer**. The street address of the initial registered office of this corporation, which is identical with the business office of the registered agent, is **1721 Hermit Smith Road, Apopka, Florida 32712**.

FILED
FEB 15 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one(1). Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

ARTICLE VII
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignations, removal from office or deaths:

Name	Address
Shirley M. Spencer	1721 Hermit Smith Road Apopka, FL 32712
Delbert J. Spencer	1721 Hermit Smith Road Apopka, FL 32712

ARTICLE VIII
Incorporator

The name and street address of the incorporator is:

Name	Address
Joseph P. Beale	7185 Scott Avenue Tangerine, FL 32777-0493

ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE X
Indemnification

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

ARTICLE XI
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the incorporator executed these Articles of Incorporation this 07 day of FEBRUARY, 1996.


Joseph P. Beale

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 9th day of Feb., 1996 by Joseph P. Beale, who is personally known to me or who has produced none as identification and who did (did not) take an oath.



ANN ANNE BENNETT
My Commission OC380188
Expires Apr. 29, 1998
Bonded by ANB
800-252-2673

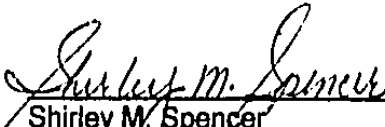

Notary Public, State of Florida

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

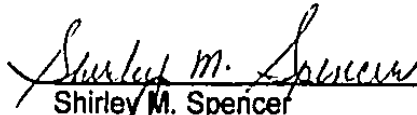
In compliance with Chapter 607.034, Florida Statutes,
the following is submitted:

That **Mom's Diner of Zellwood, Inc.**, desiring to organize or qualify under the laws
of the State of Florida, with its principal place of business at the City of **Zellwood**, State of
Florida, has named **Shirley M. Spencer** located at **1721 Hermit Smith Road**, City of
Apopka, State of **Florida**, as its agent to accept service of process within Florida.

The street address of the registered office and the street address of the business
of the registered agent are identical.


Shirley M. Spencer 2/9/96
President Date

Having been named to accept service of process for the above-named corporation,
at the place designated in this certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.


Shirley M. Spencer
Registered Agent

2-9-96
Date