

P 960000 50508

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: B. K. McBillieCuddy, Inc. No 52602

	C.O. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express SM		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ()		

500001961085
 -06713/96-01021-030
 *****122.50 *****122.50

500001961085
 -06713/96-01021-030
 *****122.50 *****122.50

95 JUN 13 AM 11:10
 TALLAHASSEE FLORIDA

FILED

SUBTOTALS

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

F. CH239ER JUN 13 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	6/13/96		
TIME	9:00		CK No. _____
BY	CD		

WALK-IN
 Will Pick Up _____

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

ARTICLES OF INCORPORATION
OF
B.K. MCGILLICUDDY, INC.

The undersigned hereby establishes the following for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this Corporation shall be B.K. McGillicuddy, Inc.,

ARTICLE II

Purpose

This Corporation is organized for the following purposes;

- (a) For the sale of food, beverages and the restaurant business and related activities, and any other business activities and to have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto; and
- (b) For the purpose of transacting any or all other lawful business.

FILED
95 JUN 13 AM 11:10
TALLAHASSEE, FLORIDA

ARTICLE III

Capital Stock

This Corporation is authorized to issue 1,000 shares of \$.10 par value common stock.

ARTICLE IV

Preemptive Rights

There shall be no preemptive rights.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The business and mailing address of the Corporation and street address of the initial registered office of this Corporation is 2400 East Commercial Boulevard, Suite 711, Fort Lauderdale, Florida 33308, and the name of the initial registered agent of this Corporation at that address is Michele Caridi.

ARTICLE VII

Initial Board of Directors

This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by Board of Directors pursuant to the By-laws but shall never be less than (1). The names and addresses of the initial directors of this Corporation is as follows:

Michele Caridi
2400 East Commercial Boulevard
Suite 711
Fort Lauderdale, Florida 33308

Kevin Barry
2400 East Commercial Boulevard
Suite 711
Fort Lauderdale, Florida 33308

ARTICLE VIII

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

Indemnification

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

ARTICLE X

Special Provisions

The following special provisions shall govern this Corporation:

A. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office of directorship in this Corporation.

B. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the Corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested; and no contract, act, transactions of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or other corporation in which he may be in anyway interested.

ARTICLE XI

Incorporator

The name and address of the person signing these Articles is as follows:

Michele Caridi
2400 East Commercial Boulevard
Suite 711
Fort Lauderdale, Florida 33308

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this ____ day of March, 1996.


Michele Caridi, Incorporator

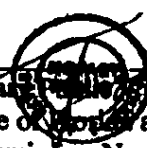
STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Michele Caridi, known to me and who has produced a driver's license as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and county aforesaid this 27 day of March, 1996.

By: _____

 J. J. [illegible]
Notary Public, State of Florida
State of Florida at large
Commission No. [illegible]
My Commission expires: [illegible]

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT B.K. MCGILlicuddy, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS IN PALM BEACH, STATE OF FLORIDA, HAS NAMED MICHELE
CARIDI, LOCATED AT 2400 EAST COMMERCIAL BOULEVARD, SUITE 711, FORT
LAUDERDALE, FLORIDA 33308, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.


Michele Caridi, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY
WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPERTY AND
COMPLETE PERFORMANCE OF MY DUTIES.


Michele Caridi, Registered Agent
Dated:

bkmcgil.inc