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ARTICLES OF INCORPORATION
OF
MARLEN RESTAURANT HOLDING CO.

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-06/24/96--01010--035
*****70.00 *****70.00

PREPARED BY
Mary Kaplan
7847 West Crinoline Lane
Dunnellon, FL 34433
352-904/795-9280

FILED
JUN 19 PM 4:18
STATE
FLORIDA

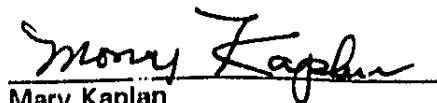
May 1, 1996

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314
904/487-6052

Re: MARLEN RESTAURANT HOLDING CO.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation. A check for \$70.00 is attached.



Mary Kaplan
7847 West Crinoline Lane
Dunnellon, FL 34433

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904/795-9280

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904/795-9294 FAX

ARTICLES OF INCORPORATION
OF
MARLEN RESTAURANT HOLDING CO.

95 JUN 18 PM 10 18

STATE
FLORIDA

IN COMPLIANCE WITH THE REQUIREMENTS OF FLORIDA STATUTES CHAPTER 607, THE UNDERSIGNED, BEING A NATURAL PERSON DOES HEREBY ACT AS AN INCORPORATOR IN ADOPTING AND FILING THE FOLLOWING ARTICLES OF INCORPORATION FOR THE PURPOSE OF ORGANIZING A BUSINESS CORPORATION.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION SHALL BE:
MARLEN RESTAURANT HOLDING CO.

ARTICLE II. COMMENCEMENT & DURATION

THE COMMENCEMENT OF THIS CORPORATION'S EXISTENCE SHALL BE AT THE TIME OF THE FILING OF THESE ARTICLES OF INCORPORATION BY THE FLORIDA DEPARTMENT OF INCORPORATION. THIS CORPORATION'S DURATION SHALL BE PERPETUAL.

ARTICLE III. PURPOSE

THIS CORPORATION IS BEING ORGANIZED FOR ANY LAWFUL BUSINESS PURPOSE AND FOR ENGAGING IN THE TRANSACTION OF ANY AND ALL BUSINESS ACTIVITIES PERMITTED UNDER THE LAWS OF FLORIDA AND THE UNITED STATES OF AMERICA.

ARTICLE IV. COMMON STOCK

THE MAXIMUM NUMBER OF SHARES THIS CORPORATION IS AUTHORIZED TO ISSUE IS 1000 SHARES, ALL OF WHICH SHALL BE COMMON SHARES AT \$1.00 PAR VALUE. ALL COMMON SHARES SHALL BE IDENTICAL WITH EACH OTHER IN EVERY RESPECT AND THE HOLDERS THEREOF SHALL BE ENTITLED TO ONE VOTE FOR EACH SHARE ON ALL MATTERS ON WHICH SHAREHOLDERS HAVE THE RIGHT TO VOTE.

ARTICLE V. PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE CASH SALE BY THIS CORPORATION OF ANY SHARES OF STOCK OF THE SAME KIND, CLASS, OR SERIES AS THAT OF THE SHAREHOLDER, SHALL HAVE THE PREEMPTIVE RIGHT TO PURCHASE A PRO RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH SUCH SHARES ARE OFFERED TO OTHERS.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS ON THIS CORPORATION'S INITIAL BOARD OF DIRECTORS SHALL BE: ONE (1). THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME, AS PROVIDED IN THIS CORPORATION'S BYLAWS, BUT SHALL NEVER BE LESS THAN ONE.

THE NAME AND ADDRESS OF EACH INDIVIDUAL WHO SHALL SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS ARE:

MARY KAPLAN - 7847 WEST CRINOLINE LANE, DUNNELLON, FL, 34433.

ARTICLE VII. INDEMNIFICATION

THIS CORPORATION SHALL RESERVE THE RIGHT TO INDEMNIFY ANY OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, AND ANY FORMER OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE VIII. PRINCIPAL OFFICE & INITIAL REGISTERED AGENT

THE ADDRESS OF THIS CORPORATION'S PRINCIPAL OFFICE SHALL BE:

7847 WEST CRINOLINE LANE
DUNNELLON, FL 34433

THE NAME OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INITIAL REGISTERED AGENT AT THAT ADDRESS SHALL BE:

MARY KAPLAN

ARTICLE IX. INCORPORATOR

THE NAME AND ADDRESS OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INCORPORATOR IS:

MARY KAPLAN, 7847 WEST CRINOLINE LANE, DUNNELLON, FL, 34433

ARTICLE X. AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENTS HERETO. ANY RIGHTS CONFERRED UPON THE SHAREHOLDER SHALL BE SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 12 DAY OF ~~May~~ 1996.

JUNE


INCORPORATOR - MARY KAPLAN

I HEREBY ACCEPT MY DESIGNATION AS RESIDENT AGENT AND AGREE TO SERVE AS THE
RESIDENT AGENT OF MARLEN RESTAURANT HOLDING CO.. I HEREBY STATE THAT I AM FAMILIAR
WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR MARLEN
RESTAURANT HOLDING CO..

Mary Kaplan
REGISTERED AGENT - MARY KAPLAN

95 JUL 18 PM 4:18
TALLAHASSEE, FLORIDA