

P.9600055/96
Amington & Jeffery

1308 W. AHHAM
AHLINGTON, TEXAS 76013-1711
TELEPHONE (817) 261-7100
FAX (817) 270-0020

A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW

FREDERICK A. WYSE
DIRECT DIAL # (817) 277-6644

June 26, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Post Restaurants, Inc.
Our File No. 96-164

FILED
95 JUN 27 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

900001878829
-06/28/96--01022--010
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation and Certificate of Designation for the above named corporation. Please file accordingly and return the file-marked copy to the undersigned in the enclosed self-addressed stamped envelope. I have also enclosed our client's check in the amount of \$78.75 to covers costs.

If possible I would appreciate a call acknowledging the incorporation and furnishing me with the Charter number. Should you have any questions or comments, please do not hesitate to call.

Respectfully,

Kathy Choate

Kathy Choate
Legal Assistant to
Frederick A. Wyse
kjc / enclosures

cc: Mr. Steve Haskins

PH
6/28/96

ARTICLES OF INCORPORATION

FOR

POST RESTAURANTS, INC.

FILED

96 JUN 27 PM 2:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator for the purposes of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be **POST RESTAURANTS, INC.**

ARTICLE II

Principal Office

The principal place of business and the mailing address of this Corporation shall be 6821 W. Hillsborough, Suite 11, Tampa, Florida 33615.

ARTICLE III

Duration

The period of duration of the Corporation is perpetual.

ARTICLE IV

Purposes and Powers

The purpose for which the Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

The Corporation shall possess all powers necessary, proper and appropriate to effect and achieve any and all purposes for which the Corporation is organized.

ARTICLE V

Capital Stock

The total number of authorized shares of capital stock of the corporation shall consist of one million shares of common stock at the par value of one-dollar (\$1.00) per share.

ARTICLE VI

Initial Registered Agent and Street Address

The address of the Corporation's initial registered agent is 6821 W. Hillsborough, Suite 11, Tampa, Florida 33615 and the name of its initial registered agent at such address is Greg Post.

ARTICLE VII

Incorporator

The name and address of the incorporator is:

Frederick A. Wysk
1306 W. Abram
Arlington, Texas 76013

In witness whereof, I have hereunto set my hand this the 24th day of June, 1996.



Frederick A. Wysk

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE FOR
POST RESTAURANTS, INC.**

FILED

96 JUN 27 PM 2:40

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the
**UNDERSIGNED Corporation, organized under the laws of the State of Florida, submits
the following statement in designating the registered office/registered agent, in the State of
Florida:**

1. The name of the Corporation is Post Restaurants, Inc.
2. The name and address of the registered agent and office is Greg Post, 6821 W.
Hillsborough, Suite 11, Tampa, Florida 33615.

*Having been named as registered agent and to accept the service of process for the above
stated Corporation at the place designated in this certificate, I hereby accept the appointment
as registered agent and agree to act in this capacity. I further agree to comply with the
provisions of all statutes relating to the proper and complete performance of my duties, and I
am familiar with and accept the obligations of my position as registered agent.*



GREG POST