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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: Alvin Enterprise Inc No 52813

Capital Express™
 Art. of Inc. File _____
 Corp. Record Search _____
 Ltd. Partnership File _____
 Foreign Corp. File _____
 () Cert. Copy(s) _____

Art. of Amend. File _____
 Dissolution/Withdrawal _____
 C U S- _____
 Fictitious Name File _____

Name Reservation _____
 Annual Report/Reinstatement _____
 Reg. Agent Service _____
 Document Filing _____

Corporate Kit _____
 Vehicle Search _____
 Driving Record _____
 Document Retrieval _____

UCC 1 or 3 File _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 File No.'s, Copies _____
 Courier Service _____
 Shipping/Handling _____
 Phone () _____
 Top Priority _____
 Express Mail Prep. _____
 FAX () pgs. _____

SUBTOTALS _____

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

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

R. CHESSEY JUL 2 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/2		
TIME	3:30		CK No.
BY	[Signature]		

WALK-IN
 Will Pick Up _____

Articles of Incorporation of Alvin Enterprises, Inc.

The undersigned, acting as Incorporator under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for the purpose of forming a Corporation under the laws of the State of Florida:

ARTICLE I: NAME

The name of this Corporation is Alvin Enterprises, Inc.

ARTICLE II: COMMENCEMENT AND DURATION

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

ARTICLE III: PURPOSE

The purpose for which this Corporation is organized is to do business or engage in any activity permitted to corporations under the laws of the United States and of the State of Florida including, but not limited to, the acquisition, operation, and management of a Beef-O-Brady's franchise or franchises, as well as other restaurant enterprises.

ARTICLE IV: PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation is 6709 114th Avenue North, Largo, Florida 33773.

ARTICLE V: CAPITAL STOCK AND AUTHORIZED SHARES

This Corporation is authorized to issue only one class of common stock to comply with the Internal Revenue Code requirements for S Corporation in order to gain certain special taxation benefits. The common stock shareholders shall have full voting rights and shall be entitled to receive the net assets of the Corporation on dissolution.

The Corporation shall have the authority to issue 100 shares of Capital Stock with a par value of One Dollar (\$1.00) per share. As an initial issue 100 shares of the Capital Stock of the Corporation shall be issued for cash at a par value of One Dollar (\$1.00) per share.

The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

ARTICLE VI: S CORPORATION RESTRICTION

The transfer of the Corporation's shares is restricted in order to maintain the Corporation's status as an S corporation. The number and identity of the shareholders are restricted by the Internal Revenue Code in order to maintain the S-corporation election under federal and state tax laws.

ARTICLE VII: INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of the Corporation is Jason Charles Zoet and the initial registered address of the office of this Corporation shall be 6709 114th Avenue North, Largo, Florida 33773. He will accept service of process for the corporation at this address and who upon accepting this designation, agrees to comply with the provisions of Section 48.019, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VIII: INCORPORATOR

The name and address of the incorporator is Barry Bartlett whose business address is 3713 49th St. N., #232, St. Petersburg, FL 33710.

ARTICLE IX: NUMBER OF DIRECTORS

The number of Directors of this Corporation shall be not less than three. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than three.

ARTICLE X: INCORPORATION DIRECTORS

The name and address of the persons who shall serve as incorporation directors until the first annual meeting of Shareholders, or until their successors shall have been elected and qualified, are Barry W. Bartlett whose business address is 3713 49th St. N., #232, St. Petersburg, FL 33710; James H. Burkett whose business address is 6709 114th Avenue North, Largo, Florida 33773 and Jason C. Zoet whose business address is 6709 114th Avenue North, Largo, Florida 33773.

ARTICLE XI: AMENDMENT OF ARTICLES

The Shareholders shall have power to adopt, amend, or repeal these Articles of Incorporation when proposed and approved at a Stockholders meeting, with not less than a two-thirds vote of the common stock.

ARTICLE XII: ADOPTION OF BY-LAWS

The Shareholders of this Corporation shall have the power to adopt the initial By-Laws.

ARTICLE XIII: PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this Corporation as may be issued for money or any property or services from time to time (except future services), in addition to that stock authorized and issued by the Corporation.

The preemptive right of any holder is determined by the ratio of the authorized & issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed to these Articles of Incorporation at St. Petersburg, Florida, this 28 day of June, 1996.

Barry W. Bartlett
Barry W. Bartlett, Original Incorporator and Director

James H. Burkett
James H. Burkett, Original Incorporator and Director

Jason C. Zoet
Jason C. Zoet, Original Incorporator and Director

**STATE OF FLORIDA
COUNTY OF PINELLAS**

BEFORE ME, the undersigned authority, personally appeared Barry W. Bartlett, James H. Burkett, and Jason C. Zoet known by me to be the persons described above, and they did sign the foregoing as Original Incorporators, and they were sworn.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at St. Petersburg, Florida this 28 day of June, 1996.

Arzilia J. Jara
Notary Public

My commission number is:
My commission expires:



ACCEPTANCE OF REGISTERED AGENT

I, Jason C. Zoet of 6709 114th Avenue North, Largo, Florida 33773, having been named to accept service of process for ALVIN ENTERPRISES, INC. at the place designated in the Articles of Incorporation agree to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 28 June 96



Jason C. Zoet, Registered Agent

FILED
96 JUL -1 PM 3:57
CLERK OF STATE
TALLAHASSEE, FLORIDA