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G.P. Management Consultant Company
641 Poinsettia Road
Belleair, Florida 34616

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96 JUL 12 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 8, 1996

Dear Sir,

I am enclosing two officially signed copies of a new corporation, G.P. Management Consultants, which we wish to register. I have also enclosed a check in the amount of $122.50 to cover the necessary expenses.

Thank you for your assistance.

Sincerely,

George Pappas
Registered Agent

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ARTICLES OF INCORPORATION

OF

G. P MANAGEMENT CONSULTANT COMPANY,

The undersigned subscribers to these Articles of Incorporation, are natural persons competent to contract themselves to form a corporation under the laws of the State of Florida.

ARTICLE I
Name
G. P MANAGEMENT CONSULTANT COMPANY

ARTICLE II
BUSINESS OBJECTS OR PURPOSES

The general nature of the business to be transacted by this Corporation, or the objects or purposes of the Corporation shall be as follows:

(a) To engage in the management of properties, such as restaurants, entertainment facilities, and food related business.

(b) To provide the following services:
- (i) Management Expertise
- (ii) Purchasing Strategies
- (iii) Labor Negotiations
- (iv) Nutritional Planning
- (v) Marketing and Promotional Planning
- (vi) Pricing Structure
- (vii) Bookkeeping and Financial Planning
- (viii) Structuring and Restructuring of Menus
- (ix) Identifying Optimal Locations of Restaurants

(c) To supply advice and management for restaurants and to acquire by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipping, furnishing, improvement, development or the management of any property, real or personal, at any time owned, held or serviced by the Corporation, and to invest and deal in, any personal property deemed beneficial to the Corporation and to encumber or dispose of any personal property at any time owned or held by the Corporation.

(d) To engage in any lawful enterprise, whether commercial, industrial or agricultural, calculated or designed to be profitable to this Corporation.

(e) To generally engage in, do, and perform any enterprise, act, or vocation that a natural person might or could do or perform.

(f) To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign, and transfer, or otherwise dispose of; to invest, trade, deal in and deal with goods, wares, and merchandise and real and personal property of every class and description.

(g) To purchase, lease, and hold real and personal property related to but not limited to restaurants and any and every estate and interest therein and choose in action secured thereby: to improve, mange, operate, sell, mortgage, lease and otherwise dispose of any property: to loan money, upon such property and to take mortgage and assignments of mortgages on the same: and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the aforesaid purpose of the Corporation.

(h) To borrow money and contract deals when necessary for the transaction of its business or for the exercise of its corporate rights, privileges of franchises, or for any other lawful purposes: to issue bonds, promissory notes, bills of exchange, departures and other obligations and evidences of indebtedness payable at a specified time or times secured by mortgage or otherwise.

(i) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the sharesof the capital stock of or any bonds issued by, or evidence of indebtedness created by any other corporation, and while owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(j) To purchase, sell and transfer shares of its own capital stock.

(k) To acquire, enjoy, utilize, and dispose of patents, copyrights, trademarks, and any licenses or other rights or intent therein and thereunder.

(l) In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the general corporation acts of the State of Florida, and any amendments thereto, and to do any aand all things herein before set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers: and it is hereby expressly provided that the foregoing shall not be held to limit or restrict in any manner the powers of the corporations.

ARTICLE III
CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the corporation shall be 100 shares at $2.50 par value common stock. All or any part of the said capital stock may be paid for in cash, in propery, or in labor or services, at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock issued shall be paid for and shall be non-assessable.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business will not be less than 500 dollars.

ARTCILE V
EXISTANCE OF CORPORATION

This corporation shall have a perpetual existance.

The address of the principle place of business for the new Corporation is: . The Corporation shall have the power to change the location of the principle office and to establish branch offices at any other places within or without the State of Florida, as may be determined and deemed expedient.

ARTICLE VII
BOARD OF DIRECTORS

There shall be a Board of Directors for this Corporation which shall consistof not less than one and not more than five, the number of the same to be fixed by the stockholder or by the corporate by-laws. Each of the said Directors shall be of full age and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors present at a meeting of the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be a stockholder.

ARTICLE VIII
FIRST BOARD OF DIRECTORS

The names and address of the first Board of Directors who shall serve until his successors have been duly elected and qualified are:

Name: George Pappas,
President,
Nicholas Pappas,
Vice President,
Virginia Pappas,
Secretary/Treasurer,

Street Address: 641 Poinsettia Rd.

City, State, and Zip: Tampa, Florida 34616

ARTICLE IX
BY-LAWS

(a) The power to adopt the by-laws of this corporation, to alter, amend, or repeal the by-laws or to adopt new by-laws, shall be vested in the Board of Directors of this Corporation; provided, however, that any by-laws or amendment thereto as adopted by the Board of Directors may altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or repealed by vote of the directors until half a year shall have expired since such action by vote of such stockholders.

(b) The by-laws of this Corporation shall be for the government of the Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this State or of of the United States.

ARTICLE X
SUBSCRIBERS

The subscribers to these Articles of Incorporation, their address, are as follows:

Name	
George Pappas	50 shares at $ 2.50/shares
Virginia Pappas	50 shares at $ 2.50/shares
Nicholas Pappas	50 shares at $ 2.50/shares

IN WITNESS WHEREOF, the subscriber to these Articles of Incorporation have hereunto affixed his name and respective seal on this 8th day of July 1996.

Angelo Pappas Virginia Pappas

Angela Pehula (Witness) Debra Wilkins (Witness)

Debra Wilkins (Witness) J. P. Clinton (Witness)

Nicholas A. Pappas Nicholas A. Pappas

Angela Pehula (Witness)

Debra Wilkins (Witness)

STATE OF FLORIDA,

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared George Pappas and/or Virginia Pappas and/or Nicholas Pappas who after being first duly cautioned and sworn, depose(s) and say(s): That (he, she, they) executed the aforesaid Articles of Incorporation for the uses and purposes therein set forth.

WITNESS my hand and official seal in the State and County aforesaid this 8th day of July, 1996

BARBARA J. SMITH
Notary Public, State of Florida
My Comm. expires Sept. 5, 1999
No. CC 493424
Bonded Thru Official Notary Service
1-(800) 723-0121

Barbara J. Smith
NOTARY PUBLIC, STATE OF FLORIDA

My Commission expires: 9/5/99.

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

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In pursuance of Chapter 48.091, Florida Statues, the following is submitted, in compliance with said Act:

First -- That G.P.Management Consultants Company -- desiring to organize under the laws of the State of Florida with its principle office, as indicated in the articles of incorporation at City of Tampa, County of Hillsborough, State of Florida has named:

George Pappas.

located at

641 Poinsettia Rd.

City of Tampa, County of Hillsborough, State of Florida, as its agents to accept service of process within the state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By ______________________
(Resident Agent)