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FILED
96 AUG 28 AM 9:34
SECRETARY OF STATE
TALLAHUSSEE, FLORIDA

August 23, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahussee, FL 32301

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-08/28/96--01092--003
*****70.00 *****70.00

RE: B & A Restaurant, Inc.

Dear Sir/Madam:

Please find enclosed an original of the "Articles of Incorporation" of the above captioned corporation, together with a check in the amount of Seventy Dollars (\$70.00) to cover the filing, charter tax, and registered agent filing fee.

I would appreciate your advising the date of filing for this corporation at the address above.

Sincerely,


Tom Gerrity

TEG/pza
Enclosures

nc SEP 3 1996

**ARTICLES OF INCORPORATION
OF
B & A RESTAURANT, INC.**

The undersigned subscribers to these Articles of Incorporation hereby form a corporation under the Florida General Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is:

B & A Restaurant, Inc.

ARTICLE II

GENERAL PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under that Florida General Corporation Act.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand shares of common stock having par value of \$1.00 per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE VI

TRANSACTION WITH INTERESTED DIRECTORS OR OFFICERS

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the Directors or Officers of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board which such contract or transaction is authorized or confirmed, and provided, however, that any such Directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting at the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such Director may vote thereon to authorize any such contract or transaction with the like force and effect as if he or she were not such Director or Officer of such other Corporation or not so interested.

ARTICLE VII

REPLACING STOCK CERTIFICATES

The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE VIII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of

Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX

TRANSFERABILITY OF SHARES

By stockholders' agreement by-laws, the corporation may restrict the transfer or encumbrance or any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by a retiring, disabled, or deceased stockholder, or any stockholder required to sever financial interest in the corporation. The stockholders of this corporation shall have the sole power to adopt, amend or repeal by-laws for the management of this corporation.

ARTICLE X

ADDRESS

The initial street and mailing address of the principal office of this corporation is: 935 North Beneva Road, Sarasota, FL 34237.

ARTICLE XI

DIRECTORS

The business of this corporation shall be managed by a Board of Directors. There shall be two directors initially. The number of directors may be increased, and after such increase, decreased from time to time by-laws adopted by the Shareholders. In no event shall the number of Directors be less than one (1).

The names and street addresses of the members of the first Board of Directors are:

Bruno Pasquali, 5629 Boulder Blvd., Sarasota, FL 34233

Antonio Eugenio, 641 Cabana Road, South Venice, FL 33522

ARTICLE XII

SUBSCRIBERS

The name and street address of each person signing the Articles of Incorporation as a subscriber is: Bruno Pasquali.

ARTICLE XIII

DATE CORPORATE EXISTENCE COMMENCES

The date when corporate existence for this corporation shall begin shall be on the date the Articles are filed by the Offices of the Secretary of State for the State of Florida.

ARTICLE XIV

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be as follows: Bruno Pasquali.

The Board of Directors may from time to time move the Registered Office to any other address in the State of Florida.

ARTICLE XV

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned, an individual resident of the State of Florida, whose business is identical with the Registered Office of this Corporation, does hereby accept appointment as Registered

Agent for this Corporation, and agrees to accept service of process within this State.

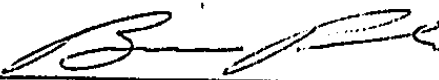

BRUNO PASQUALE

ARTICLE XVI

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in and is hereby reserved to the shareholders. By-laws shall be adopted, altered, amended, or repealed as provided therein.

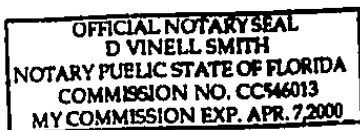
IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this 23rd day of August, 1996.

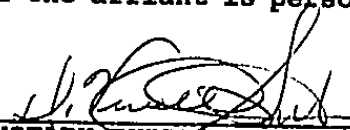

BRUNO PASQUALE

STATE OF FLORIDA
COUNTY OF SARASOTA

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The foregoing instrument was acknowledged before me this 23rd day of August, 1996, and the affiant is personally known to me.




NOTARY PUBLIC
D. Vinell Smith
Printed Name

My commission expires: 4-7-2000

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TALLAHASSEE, FLORIDA