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Barbara's Personal Services, Inc.

PARALEGAL & SECRETARIAL

SUITE 2A
152 8th AVENUE S.W.
LARGO, FLORIDA 33770-3613

WILLS & TYPING
BANKRUPTCY & DIVORCE
INCORPORATIONS

TELEPHONE 813 559-8505
FACSIMILE 584-1462

September 26, 1996

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

TRANSMITTAL LETTER
Interprise

200001960252
-10/01/96--01008--020
*****78.75 *****78.75

SUBJECT: CANDLELIGHT RESTAURANTS, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:
Seventy-eight & 75/100 dollars (\$78.75) for Filing Fee and Certificate.

FROM: Barbara S. Hicks
152 8th Avenue, S.W., Suite 2A
Largo, Florida 33770-3613
(813) 559-8505

Sincerely,

Barbara S. Hicks

Barbara S. Hicks

FILED
96 OCT 15 AM 8:25
TALLAHASSEE, FLORIDA

W96-20762

SN OCT 15 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 2, 1996

BARBARA S. HICKS
152 8TH AVE. SW, STE. 2A
LARGO, FL 33770-3613

SUBJECT: CANDLELIGHT RESTAURANTS, INC.
Ref. Number: W96000020762

We have received your document for CANDLELIGHT RESTAURANTS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 196A00045020



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 8, 1996

CANDLELIGHT ENTERPRISES, INC.
152 8TH AVE. SW, STE. 2A
LARGO, FL 33770-3613

We have received your document for CANDLELIGHT ENTERPRISES, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 196A00045728

Barbara's Personal Services, Inc.

PARALEGAL & SECRETARIAL

SUITE 2A
152 8th AVENUE S.W.
LARGO, FLORIDA 33770-3613

WILLS & TYPING
BANKRUPTCY & DIVORCE
INCORPORATIONS

TELEPHONE 813 559-8505
FACSIMILE 584-1462

October 12, 1996

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

TRANSMITTAL LETTER

SUBJECT: CANDLELIGHT RESTAURANT ENTERPRISES, INC.

This is a RESUBMISSION. Enclosed is an original and one (1) copy of the articles of incorporation. A fee of seventy eight & 75/100 dollars (\$78.75) has already been paid for filing fee and certificate. Thank you.

FROM: Barbara S. Hicks

152 8th Avenue, S.W., Suite 2A

Largo, Florida 33770-3613

(813) 559-8505

Sincerely,

Barbara S. Hicks

Barbara S. Hicks

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FILED
90 OCT 15 AM 8:24
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: **Candlelight Restaurant Enterprises, Inc.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**17807 Gulf Boulevard
Reddington Shores, Florida 33708
813/588-2577**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: **One thousand (1,000) shares.**

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Daniel L. Bruszer
17807 Gulf Blvd.
Reddington Shores, Florida 33708
(813) 588-2577**

ARTICLE V INCORPORATORS

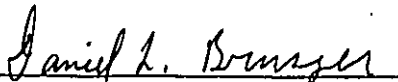
The names and street addresses of the incorporators to these Articles of Incorporations are:

Daniel L. Bruszer

(Director and President);

17807 Gulf Blvd.
Reddington Shores, FL 33708
(813) 588 - 2577

The undersigned incorporators have executed these Articles of Incorporation this 26th day of September, 1996.


DANIEL L. BRUSZER,
Director & President

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

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: **CANDLELIGHT Restaurant Enterprises, Inc.**
2. The name and address of the registered agent and office is:

Daniel L. Bruszer
17807 Gulf Blvd.
Reddington Shores, FL 33708
(813) 588 - 2577

Having been named as registered agent and to accept 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.

Daniel L. Bruszer
DANIEL L. BRUSZER

September 26, 1996.

96 OCT 15 AM 8:24
TALLAHASSEE, FLORIDA