

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 _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Sancho & Mill
International, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert.-Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Restatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> 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

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE _____
 CK No. _____
 12.00 TAB 10/23

ARTICLES OF INCORPORATION

OF

BALLYHOO GRILL INTERNATIONAL, INC.

The undersigned JOHN C. FRAGALE does hereby make, subscribe, acknowledge and files these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The names of this corporation shall be BALLYHOO GRILL INTERNATIONAL, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted is for the purpose of operation of a restaurant.

The corporation is organized for the purpose of transacting any and all other lawful business and is organized to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall consist of One Thousand (1000) shares of common stock with par value of One Dollar (\$1.00).

The initial stockholders shall be JOHN C. FRAGALE and RICHARD M. MOELLER. Initial stock issued shall be Five Hundred (500) shares to JOHN C. FRAGALE, and Five Hundred (500) shares to RICHARD M. MOELLER.

The 1000 shares held by the initial stockholders as listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining stockholders or to this corporation.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.

FILED
96 OCT 23 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered and corporate office of this corporation is 1266 S. Pinellas Avenue, Tarpon Springs, Florida 34689, and the name of the initial registered agent of this corporation at that address is JUSTIN G. JOSEPH.

ARTICLE VI

MANAGEMENT OF BUSINESS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the shareholders of this corporation. This corporation will not have directors.

ARTICLE VII


OFFICERS OF THE CORPORATION

The officers of the corporation shall be JOHN C. FRAGALE President and Secretary and RICHARD M. MOELLER, Vice President and Treasurer.

ARTICLE VIII

INCORPORATORS

The name and address of the initial incorporator to these Articles of Incorporation are:


John C. Fragale


900 Pinellas Avenue
Tarpon Springs, FL 34689

STATE OF FLORIDA)
) SS:
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 22 day of October, 1996, by JOHN C. FRAGALE, who is personally known to me or who has produced () a Driver's License or Non-Driver's I.D. issued by Florida or any other U.S. State; () a U.S. Passport or a Foreign Passport stamped by the U.S. Immigration and Naturalization Services; () a U.S. Military I.D.; () a Canadian or Mexican Driver's License issued by an official agency; () for an inmate in custody, an I.D. issued by the Florida Department of Corrections, as identification and who (did)(did not) take an oath.



KAREN H. MIDKIFF
MY COMMISSION # CC387037 EXPIRES
April 25, 1998
BONDED THRU TROY FAIR INSURANCE, INC.


Name: KAREN H. MIDKIFF
Notary Public - State of Florida
Commission No.:

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

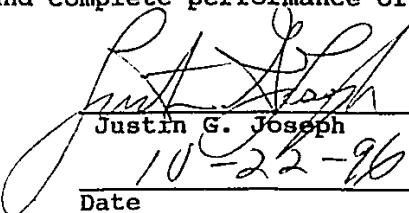
BALLYHOO GRILL INTERNATIONAL, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Tarpon Springs, State of Florida, has named JUSTIN G. JOSEPH, located at 1266 S. Pinellas Avenue, Tarpon Springs, Florida 34689 as its agent to accept service of process within Florida.

SIGNATURE: 

TITLE: INCORPORATOR

DATE: 10/22/96

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Justin G. Joseph

10-22-96
Date

FILED
96 OCT 23 PM 3:03
CLERK OF DISTRICT COURT
PINELLAS COUNTY, FLORIDA