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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 6, 1996

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

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-11/08/96--01088--016
*****78.75 *****78.75

RE: Armel's Grill, Inc.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$78.75 - Filing Fee and Certificate.

Very truly yours,

Thomas D. Harrington, Jr.
General Counsel

TDHjr/atb

Enclosures

MJK Investments, Inc.

10002 Princess Palm Avenue • Suite 304 • Tampa, Florida 33619
(813) 623-5777 • Fax (813) 623-3883

**ARTICLES OF INCORPORATION
OF
ARMEL'S GRILL, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of the corporation is Armel's Grill, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 10002 Princess Palm Avenue, Suite 304, Tampa, FL 33619.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares having a par value of one (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Thomas D. Harrington, Jr., 10002 Princess Palm Avenue, Suite 304, Tampa, FL 33619.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Mel Klinghoffer, 10002 Princess Palm Avenue, Suite 304, Tampa, FL 33619.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The name and address of the member of the initial Board of Directors and president of the corporation is Mel Klinghoffer, 4604 Clarksdale Lane, Brandon, FL 33511.

The undersigned has executed these Articles of Incorporation this 5th day of November, 1996.


Mel Klinghoffer

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

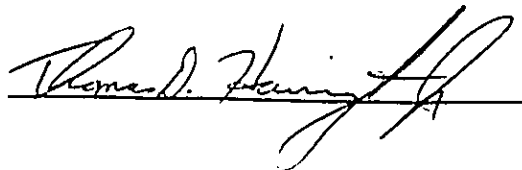
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Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is Armel's Grill, Inc.
2. The name and street address of the registered agent and office is Thomas D. Harrington, Jr., 10002 Princess Palm Avenue, Suite 304, Tampa, FL 33619.

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.


Thomas D. Harrington, Jr.