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TRANSMITTAL LETTER

November 20, 1996

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

600002012556--7
-11/22/96--01072--006
***122.50 ***122.50

SUBJECT: Dutchies Restaurants, Inc.

Enclosed please find an original and one (1) copy of the Articles of Incorporation, for the above corporation and check in the amount of \$ 122.50.

FROM: ROBERT A. ROSENBERG, ESQUIRE
2641 MCCORMICK DRIVE, SUITE 103
CLEARWATER, FLORIDA 34619
(813) 725-4320
Telephone Number

FILED
96 NOV 22 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE SEND CERTIFIED COPY TO:

ROBERT A. ROSENBERG, ESQUIRE
2641 MCCORMICK DRIVE, SUITE 103
CLEARWATER, FLORIDA 34619

12/6/96
DR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Dutchies Restaurants, Inc.

The undersigned, incorporator(s), for the purpose of forming a corporation under the Florida Business Corporations Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Dutchies Restaurants, Inc.

ARTICLE II PRINCIPAL OFFICE

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

2641 McCormick Drive
Suite #103
Clearwater, Florida 34619

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000 SHARES AT NO PAR VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Robert A. Rosenberg, Esquire
2641 McCormick Drive
Suite #103
Clearwater, Florida 34619

ARTICLE V INCORPORATOR(S)

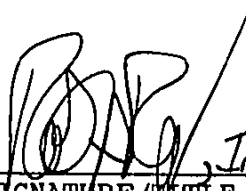
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Robert A. Rosenberg, Esquire
2641 McCormick Drive
Suite #103
Clearwater, Florida 34619

ARTICLE VI LOANS TO AND FROM CORPORATION

The Corporation shall be entitled to borrow from and/or loan money to its shareholders.

The undersigned has executed these Articles of Incorporation this 20TH day of NOVEMBER, 1996.


_____, Incorporator
SIGNATURE/TITLE

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 corporation is:

Dutchies Restaurants, Inc.

2. The name and address of the registered agent and office is:

ROBERT A. ROSENBERG, ESQUIRE
2641 MC CORMICK DRIVE
SUITE #103
CLEARWATER, FLORIDA 34619


SIGNATURE

INCORPORATOR
TITLE

11/20/96
DATE

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.

SIGNATURE 

DATE 11/20/96