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Reply to: Dade City

November 18, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
The Capitol, Room 2001
Tallahassee, FL 32314

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-11/22/96--01067--017
****122.50 ****122.50

Re: Articles of Incorporation
Cactus Grille, Inc.

Dear Sir or Madam:

Enclosed herewith, please find the original and one copy of the aforementioned Articles of Incorporation, and a check in the amount of \$122.50 for filing fee.

Please return a certified copy to this office.

If you should have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,

Rebecca L. Hutchinson

REBECCA L. HUTCHINSON
Legal Assistant to Attorney Joe A. McClain

Enclosures

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

CACTUS GRILLE, INC.

We, the undersigned subscribers to these Articles of Incorporation, natural persons,
competent to contract, heroby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is: CACTUS GRILLE, INC.

ARTICLE II

The general purposes for which the corporation is organized are:

1. To operate a retail food service business.
2. To transact any business for which corporations may be incorporated under the
Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or
desirable in order to accomplish the foregoing.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have
outstanding at any one time is One Thousand (1,000) shares of common stock of a single class
with a par value of One Dollar per share.

ARTICLE IV

The capital with which this corporation will begin business shall not be less than
Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The street address of the corporation is 12228 U.S. Highway 301, Dade City, Florida
33525. The Board of Directors may from time to time move the principal office to any other
address in the State of Florida.

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ARTICLE VII

The resident agent of the corporation shall be Maria S. Edwards, who consents to such appointment by executing these Articles.

ARTICLE VIII

The corporation shall have four (4) directors initially. The number of directors may be increased or decreased from time to time by the by-laws adopted by the stockholders. The names and addresses of the officers and the first directors are:

Maria S. Edwards P.O. Box 1827 Dade City, Florida 33526	President/Director
Jose Antonio Aguilar P.O. Box 1827 Dade City, Florida 33526	Vice President/Director
Valery Aguilar P.O. Box 1827 Dade City, Florida 33526	Secretary/Director
John D. Edwards P.O. Box 1827 Dade City, Florida 33526	Treasurer/Director

ARTICLE IX

Subscribers to these articles are:

Maria S. Edwards P.O. Box 1827 Dade City, Florida 33526	John D. Edwards P.O. Box 1827 Dade City, Florida 33526
Valery Aguilar P.O. Box 1827 Dade City, Florida 33526	Jose Antonio Aguilar P.O. Box 1827 Dade City, Florida 33526

ARTICLE X

These Articles of Incorporation may be amended at any time in the manner provided by law. Every amendment shall be proposed by the Board of Directors and approved at a duly called meeting of the stockholders by a majority of the shares of stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement which manifests their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, We have herunto set our hands and seals as subscribers to
these Articles of Incorporation, on this 18th day of November, 1996.

Maria S. Edwards
Maria S. Edwards

John D. Edwards
John D. Edwards

Valery Aguilar
Valery Aguilar

Jose Antonio Aguilar
Jose Antonio Aguilar

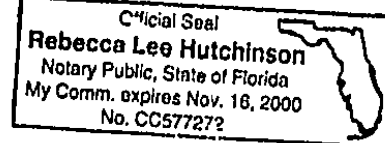
STATE OF FLORIDA
COUNTY OF PASCO

On this day personally appeared before me, an officer authorized to administer oaths
and take acknowledgements, Maria S. Edwards, John D. Edwards, Valery Aguilar and
Antonio Aguilar, who are personally known to me, or who have produced
Fla. Drivers License as identification, and acknowledged before me that they
executed the foregoing Articles of Incorporation.

Dated this 18th day of November, 1996.

Rebecca L. Hutchinson
REBECCA L. HUTCHINSON
NOTARY PUBLIC

My commission expires:



ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

The undersigned, Maria S. Edwards, whose address is P.O. Box 1827, Dade City,
Florida 33526 accepts his designation as resident agent of CACTUS GRILLE, INC.

Dated this 18th day of November, 1996.

Maria S. Edwards
Maria S. Edwards

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