

P96000100839

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 _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Southern Restaurant Acquisition
Group, Inc

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" 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		
Name Reservation	12/13/96 01009-035 ****122.50 ****122.50	
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS _____

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

REGISTER DEC 13 1996

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 12/13
TIME CK No.
BY

WALK-IN
Will Pick Up 12/13 2/2

ARTICLES OF INCORPORATION
OF

Southern Restaurant Acquisition Group, Inc.,
A Florida Corporation

FILED
96 DEC 13 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I
NAME

The name of this Corporation is Southern Restaurant Acquisition Group, Inc., a Florida corporation.

Article II
TERM OF EXISTENCE

Pursuant to the provisions of Florida Statutes, the existence of the Corporation shall commence upon filing of these articles. The Corporation shall have perpetual existence thereafter unless dissolved pursuant to Florida Statutes.

Article III
NATURE OF BUSINESS

This Corporation is organized for the following purpose:
To engage in any and all lawful business.

Article IV
POWERS

The Corporation shall have power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the fullest extent permitted by law.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned and invested.
- (j) To conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within or without this state.
- (k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- (l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this State, for the administration and regulation of the affairs of the Corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.

- (n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (o) To pay pensions and establish pension plans, profit-sharing plans, stock bonus plans, and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.
- (p) To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.
- (q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V
Principal Office

The principal office and mailing address of this corporation shall be 55 South Palm Avenue, Sarasota, Florida 34236.

ARTICLE VI
Capital Stock

This Corporation is authorized to issue ONE THOUSAND (1000) shares of common stock at \$1.00 par value.

ARTICLE VII
Initial Registered Office and Agent

The street address of the initial Registered Office of this Corporation is 1800 Second Street, Suite 803, Sarasota, Florida 34236, and the name of the initial Registered Agent of this Corporation at that address is STEPHANIE A. REINICKE, ESQUIRE.

ARTICLE VIII
Directors

This Corporation shall have two (2) Directors initially. The number of Directors may be increased from time to time by the Bylaws but shall never be less than one (1) director and no more than eight (8) Directors. The names and addresses of the initial Directors of this Corporation who shall serve until his their successor are duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
DEREK L. BATES	55 South Palm Avenue Sarasota, FL 34236
EARL R. BRUNO, SR.	333 Water Street, Ste. 3 Kerrville, TX 78028

ARTICLE IX

Subscriber

The name and street address of the Incorporator signing these Article of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
STEPHANIE A. REINICKE	1800 Second Street, Ste. 803 Sarasota, FL 34236

ARTICLE X
Special Provisions

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of this Corporation.

ARTICLE XI
Indemnification

The Corporation shall indemnify any Director or Officer, or any other former director or officer, to the full extent permitted by law.

ARTICLE XII
Mortgage or Pledge of Assets

The mortgage or pledge of, or creation of a security interest in, any or all of the property and assets of a corporation for the purpose of securing the payment of performance of any contract, note, bond or other obligation of the Corporation may be made upon such terms and conditions and for such consideration, which may consist in whole or in part of cash or other property, including shares, obligations or other securities of any other corporation, domestic or foreign, as shall be authorized by the Shareholders.

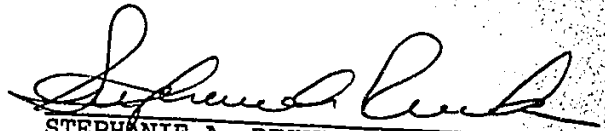
ARTICLE XIII
Removal of Directors

The Shareholders of this Corporation shall be entitled to remove any Director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XIV
Amendment


These Articles of Incorporation may be amended in the manner provided by law.

WITNESS my hand and seal at Sarasota, Florida, this 12th day
of December, 1996.


STEPHANIE A. REINICKE

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me
day of December, 1996, by STEPHANIE A. REINICKE,
personally known to me or who produced N/A
identification.

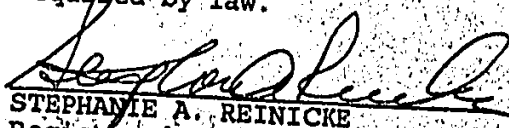

Notary Public Signature
Printed Name DAWN M. COLE
My commission expires:

FILED
DEC 13 PM 1:38
TALLAHASSEE, FLORIDA
CLERK OF SUPERIOR COURT



ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated in the foregoing
Articles of Incorporation as Registered Agent, hereby agrees to
accept said designation; to accept Service of Process; to keep the
office open during prescribed hours; to post my name (and any other
officers of said corporation) authorized to accept Service of
Process at the above Florida designated address) in some
conspicuous place in the office as required by law.


STEPHANIE A. REINICKE
Registered Agent