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December 18, 1996

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

RE: PATE RESTAURANT GROUP, INC.

Gentlemen:

Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, as well as our check in the amount of \$122.50 representing the following:

Filing Fee	\$ 35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	52.50

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,


Carrie Fagan, Legal Assistant
to Bruce Brashear, Esq.

Enclosures

DEC 26 1996

BSB

FILED
96 DEC 19 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-18-96

ARTICLES OF INCORPORATION
OF
PATE RESTAURANT GROUP, INC.

FILED

96 DEC 19 AM 8:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name. The name of this Corporation is PATE RESTAURANT GROUP, INC.

EFFECTIVE DATE

12-18-96

Article II

Principal Office. The address of the principal office of the Corporation is 3942 N.W. 59th Avenue, Gainesville, FL 32653.

Article III

Duration. The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

Article IV

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

Article V

Capital Stock. This Corporation is authorized to issue 1,000 shares of \$.001 par value common stock.

Article VI

By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article VII

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 3942 N.W. 59th Avenue, Gainesville, FL 32653, and the name of the initial registered agent of this Corporation is Charles R. Pate.

Article VIII

Initial Board of Directors. The Corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The name and address of the initial Director of this Corporation is Charles R. Pate, 3942 N.W. 59th Avenue, Gainesville, FL 32653.

Article IX

Incorporator. The name and address of the person signing these Articles is Charles R. Pate, 3942 N.W. 59th Avenue, Gainesville, FL 32653.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18th day of December 1996.



CHARLES R. PATE
Incorporator

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 18th day of December, 1996, by CHARLES R. PATE who is personally known to me ~~or who has produced Florida Driver License~~ as identification, and who says that he is Incorporator of these Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct.

DATED this 18th day of December, 1996.

(SEAL)



Notary Public



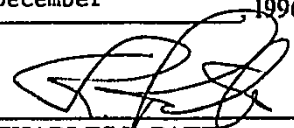
GARRET P. FABIAN
MY COMMISSION # CC249377 EXPIRES
January 8, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

Printed Name
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of PATE RESTAURANT GROUP, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 18th day of December 1996.



CHARLES R. PATE
Registered Agent