

P97000015292
TRANSMITTAL LETTER

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

800002082809--2
-02/11/97--01003--002
****122.50 ****122.50

SUBJECT: RESTAURANT GENESIS CORPORATION

I enclose an original and 1 copy(ies) of the Articles of Incorporation for the above corporation and a check in the amount of \$ 122.50.

FROM:

NATHANIAL WEAVER

Name

6000 S RIO GRAPDE AVE STE 104

Address

ORLANDO

City

FLA

State

32809

Zip

(407) 240-6300

Telephone Number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB 11 AM 8:44

FILED

Dmc
2-17-97

Nick Parker gave
auth by phone to add
the principal office (Article I)
2/17/97
Dmc

ARTICLES OF INCORPORATION
OF
RESTAURANT GENESIS CORPORATION

FILED
97 FEB 11 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is Restaurant Genesis Corporation.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is fifty million shares of common stock, regardless of class, with no par value.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of cash.

ARTICLE SIX

The street address of its initial registered office is 6000 S. Rio Grande Ave. Suite 104 Orlando, and the name of its initial registered agent at such address is Nathan Weaver.
Florida 32809,

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one, and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

NATHANIEL WEAVER
107 S. Hamlin Ct.
Longwood, Florida 32750

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE


The powers of the incorporators cease upon filing of the Articles of Incorporation.

ARTICLE 10

The name and address of each incorporator is:

NATHAN WEAVER
107 S. Hamlin Ct.
Longwood, Florida 32750

(signed)



Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned limited liability company, 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 company is:

RESTAURANT GENESIS CORPORATION

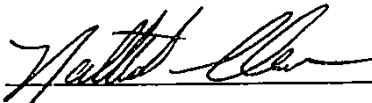
2. The name and address of the registered agent and office is:

NATHANIAL WEAVER

6000 S. RIO GRANDE AVE STE 104

ORLANDO, FLA. 32809

Signature:



Title:

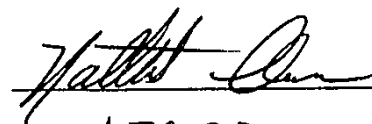
President

Date:

1-30-97

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:

1-30-97