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February 13, 1997

Secretary of State
Division of Corporations
The Capitol
P.O. Box 6327
Tallahassee, Florida 32399-0250

200002089732--6
-02/17/97-01117-016
****122.50 ****122.50

Re: Market Diner II, Inc.

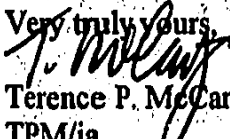
Dear Sir/Madam:

Please find enclosed the original and one copy of the subject Articles of Incorporation. Upon filing, please return a certified copy of the Articles back to this firm at the Stuart address noted above.

A check in the amount of \$122.50 is enclosed in payment of the following fees:

Filing Fee, 607.361(13)	\$35.00
Certified copy of Articles of Inc., 607.361(14)	52.50
Registered Agent fee, 607.361(4)	<u>35.00</u>
	\$122.50

Your prompt attention to this matter will be greatly appreciated.

Very truly yours,

Terence P. McCarthy
TPM/ja
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 14 PM 1:11

of 2/20/96

EFFECTIVE DATE

2/7/97

ARTICLES OF INCORPORATION
OF
MARKET DINER II, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 14 PM 1:11

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: MARKET DINER II, INC.

The address of the principal office of this corporation shall be: 2455 Midway Road, Ft. Pierce, Florida 34981, and the mailing address of the corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be: 2455 Midway Road, Ft. Pierce, Florida 34981, and the name of the initial registered agent of the corporation at that address is Lynn Mirando.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

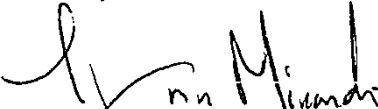
ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Lynn Mirando, 2455 Midway Road, Ft. Pierce, Florida 34981.

ARTICLE VII - COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence corporate existence on the day and year when these Articles are subscribed and acknowledged.

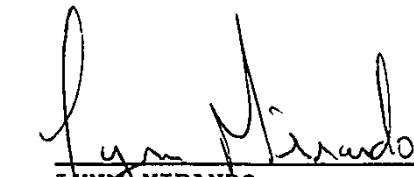
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 1 day of Feb., 1997.


LYNN MIRANDO

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 14 PM 1:11

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

LYNN MIRANDO, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


LYNN MIRANDO