

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-0870
 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 \$ _____

FILED
 97 FEB 28 PM 12:37
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FEB 28 1997

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE 2/28/97 _____
 TIME 9:59 _____ CK No. _____
 BY DM _____

WALK-IN
 Will Pick Up _____

RE: Ciccio's Restaurants, Inc.

	C.C. FEE.	DISBURSE
<input checked="" type="checkbox"/> Capital Express™		
<input 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		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service	****122.50	****122.50
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate KII		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX ()	pgs.	
SUBTOTALS		

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

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 Connect

ARTICLES OF INCORPORATION
OF
CICCIO'S RESTAURANTS, INC.

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ARTICLE I - NAME

The name of this corporation is CICCIO'S RESTAURANTS,
INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of
transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares
of \$1.00 par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this
Corporation shall be entitled to full preemptive rights to
purchase any unissued or treasury shares of the Corporation and
any securities of the Corporation convertible into or carrying
a right to subscribe to or acquire any unissued or treasury
shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT
DESIGNATION AND ACCEPTANCE

The name of the initial registered agent of this
Corporation is J. WARREN BULLARD whose post office mailing
address and street address are 121 N.W. Third Street, Ocala, FL
34475, who has signed these Articles of Incorporation to

indicate his acceptance and agreement to act in this capacity as contemplated by §607.0501, Florida Statutes.

ARTICLE VII - THE INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this Corporation are:

Joseph D. Brown
Blair Building
1301 N.E. 14th Street
Ocala, FL 34470

ARTICLE VIII - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The initial address of the Corporation's principal office is: Blair Building, 1301 N.E. 14th Street, Ocala, FL 34470, and the mailing address of the Corporation is: Blair Building, 1301 N.E. 14th Street, Ocala, FL 34470.

ARTICLE IX - SUBSCRIBERS AND INCORPORATORS

The name and address of the initial subscriber to the corporation's stock and the person signing as the incorporator of CICCIO'S RESTAURANTS, INC. are as follows:

Joseph D. Brown
Blair Building
1301 N.E. 14th Street
Ocala, FL 34470

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 27th day of February, 1997.

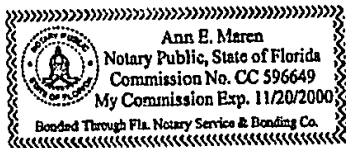

JOSEPH D. BROWN

STATE OF FLORIDA
COUNTY OF MARION

BEFORE Me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared JOSEPH D. BROWN, who produced as identification personally known, and who is known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid this 27th day of February, 1997.

My commission expires:



Ann E. Maren
Notary Public State of Florida

Ann E. Maren
Printed Name of Notary

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of CICCIO'S RESTAURANTS, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 27th day of February, 1997.

J. Warren Bullard
J. WARREN BULLARD
Registered Agent

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