

P9700002/200



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 285246 5011226

AUTHORIZATION :

*Patricia Piguet*

COST LIMIT : \$ 122.50

ORDER DATE : March 7, 1997

ORDER TIME : 9:42 AM

EFFECTIVE DATE  
3.6.97

ORDER NO. : 285246-005

300002107800-03

CUSTOMER NO: 5011226

CUSTOMER: Michael E. Neukamm, Esq  
GRAY HARRIS & ROBINSON

S.e. Bank Building, Suite 1200  
201 E. Pine Street  
Orlando, FL 32801

DOMESTIC FILING

NAME: ALL STAR CAFE (REGION), INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS:

K.R. MAR - 7 1997

RECEIVED  
STATE  
PALM BEACH, FLORIDA

97 MAR - 7 PM 2:32

FILED

DIVISION OF CORPORATION

97 MAR - 7 AM 10:49

RECEIVED

ARTICLES OF INCORPORATION  
OF  
ALL STAR CAFE (REGION VIII), INC.

EXPIRATION DATE  
3-6-97

FILED  
97 MAR -7 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is ALL STAR CAFE (REGION VIII), INC. The mailing address of the corporation shall be 7380 Sand Lake Road, Suite 600, Orlando, Florida 32819.

ARTICLE II - CORPORATE EXISTENCE

The corporate existence of this corporation began on March 6, 1997.

ARTICLE III - DURATION

This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$0.01 par value common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

201 East Pine Street, Suite 1200  
Orlando, Florida 32801

The name of the initial registered agent of this corporation at that address shall be:

Michael E. Neukamm

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. This corporation shall have 3 directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one.

B. The names and addresses of the initial directors of this corporation are as follows:

<u>Name</u>	<u>Street Address</u>
Robert I. Earl	7380 Sand Lake Road, Suite 600 Orlando, Florida 32819
Thomas Avallone	7380 Sand Lake Road, Suite 600 Orlando, Florida 32819
Scott E. Johnson	7380 Sand Lake Road, Suite 600 Orlando, Florida 32819

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Michael E. Neukamm	201 East Pine Street, Suite 1200 Orlando, Florida 32801

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of March, 1997.



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Michael E. Neukamm  
Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of All Star Cafe (Region VIII), Inc., I hereby accept and agree to act in this capacity.



Michael E. Neukamm

FILED

97 MAR - 7 PM 2: 32

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA