



THE UNITED STATES
CORPORATION
COMPANY

P97000022522

ACCOUNT NO. : 072100000032

REFERENCE : 290520 90591A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 12, 1997

ORDER TIME : 10:12 AM

ORDER NO. : 290520-005

CUSTOMER NO: 90591A

CUSTOMER: Michael H. Kahn, Esq
MICHAEL KAHN, P.A.

482 N. Harbor City Boulevard

Melbourne, FL 32935

DOMESTIC FILING

NAME: MATT'S TROPICAL GRILL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

K.R. MAR 12 1997

FILED
97 MAR 12 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 MAR 12 AM 11:33
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
MATT'S TROPICAL GRILL, INC.

FILED
97 MAR 12 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, do hereby execute these Articles of Incorporation for the purposes of forming and becoming a corporation for profit under the Florida General Corporation Act, and do hereby certify that I have become such a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is Matt's Tropical Grill, Inc.

ARTICLE II - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III - PURPOSE

The general purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes (1989).

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of capital stock with a par value of one dollar (\$1.00) per share. These shall be designed "Common Shares". The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he

already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Board of Directors of the corporation shall consist of at least one (1) member.

The name and address of the first Board of Directors is:

Mathew Joseph Nugnes
2150 North Shannon Drive
Indialantic, FL 32903

Susan Ann Nugnes
2150 North Shannon Drive
Indialantic, FL 32903

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 482 North Harbor City Blvd., Melbourne, FL 32935, and the name of the initial registered agent of this corporation is Michael H. Kahn.

ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator, who is signing these Articles is:

Michael H. Kahn
482 North Harbor City Blvd.
Melbourne, FL 32935

IN WITNESS WHEREOF, the undersigned incorporator has made, subscribed and acknowledged these Articles of Incorporation on this 6th day of March, 1997.

Michael H. Kahn
MICHAEL H. KAHN

STATE OF FLORIDA

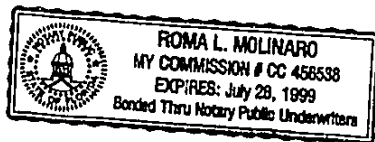
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, this day personally appeared, MICHAEL H. KAHN, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged, before me, that he executed the same and subscribed to the same for the purpose therein expressed.

WITNESS my hand and official seal at Melbourne, Brevard County, Florida, this 10th day of March, 1997.

(Notarial Seal)

Roma L. Molinaro
Notary Public, State of Florida



CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that Matt's Tropical Grill, Inc., a Florida Corporation qualified to do business under the laws of this State, with its principal office at 482 N. Harbor City Blvd., Melbourne, FL 32935, has appointed Michael H. Kahn, Esquire, MICHAEL KAHN, P.A., 482 N. Harbor City Blvd., Melbourne, FL 32935, as its agent to accept service of process within the State.

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby comply with the provisions of said Act relative to keeping open said office.

Michael H. Kahn

Michael H. Kahn
Registered Agent

FILED
97 MAR 12 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA