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March 14, 1997

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Corporate Records Bureau
Division of Corporations
Florida Dept. of State
PO Box 6327
Tallahassee, FL 32314

700002107637--8
-03/19/97--01027--010
*****122.50 *****122.50

RE: Burger Barn, Inc.

Ladies and Gentlemen:

Enclosed is original and one copy of Articles of Incorporation for filing, together with my client's check in the amount of \$122.50 to cover your fees.

Please return the certified copy to me at the address above.

Thank you.

Very truly yours,

BATES & BROWN
Attorneys at Law

By C. Valentine Bates
C. Valentine Bates

MAR 25

B5B

CVB/jc
Enclosures
Check No. 2824

FILED
97 MAR 19 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BURGER BARN, INC.**

FILED
97 MAR 19 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be BURGER BARN, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State, State of Florida, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of owning, operating and maintaining a food service business, and to engage in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 shares of common capital stock at \$1.00 par value per share.

ARTICLE V. OFFICERS AND DIRECTORS

The name and street address of the sole officer, who shall hold office the first year of the corporation's existence is: Michael P. Dougherty, 204 S.W. 2nd Avenue, Gainesville, FL 32601.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be:

204 S.W. 2nd Avenue, Gainesville, FL 32601.

The name of the individual who shall serve as this corporation's initial registered agent and his address is: C. Valentine Bates, Esq., 5 S.W. 2nd Place, Gainesville, FL 32601.

ARTICLES OF INCORPORATION OF BURGER BARN, INC.

ARTICLE III. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is:

Michael P. Dougherty, 204, S.W. 2nd Avenue, Gainesville, FL 32601.


MICHAEL P. DOUGHERTY - Incorporator

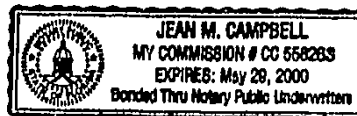
I HEREBY ACCEPT my designation as Resident Agent and agree to serve as the Resident Agent of BURGER BARN, INC. I hereby state that I am familiar with, and accept the duties and responsibilities as registered agent for BURGER BARN, INC.


C. VALENTINE BATES - Registered Agent

STATE OF FLORIDA
COUNTY OF ALACHUA

On March 13, 1997, MICHAEL P. DOUGHERTY, designated above as Incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and acknowledged signing these Articles Of Incorporation of BURGER BARN, INC.

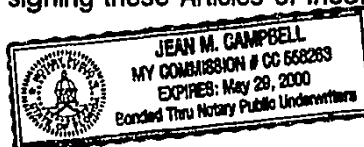

Notary Public



STATE OF FLORIDA
COUNTY OF ALACHUA

On March 13, 1997, C. VALENTINE BATES, designated above as the individual who shall serve as the corporation's initial registered, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and acknowledged signing these Articles of Incorporation of BURGER BARN, INC.


Notary Public



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