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ACCOUNT NO. : 072100000032

REFERENCE : 312704 9851A

AUTHORIZATION :

COST LIMIT : \$ *Patricia Pizut*

ORDER DATE : March 31, 1997

ORDER TIME : 3:33 PM

ORDER NO. : 312704-005

CUSTOMER NO: 9851A

CUSTOMER: Ms. Hanson Skates
STRAYHORN & STRAYHORN

Suite 200
2125 1st Street
Ft. Myers, FL 33901

700002129377--7

DOMESTIC FILING

NAME: DENNY'S INTERIORS, 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:

FILED
97 MAR 31 AM 8:17
TALLAHASSEE, FLORIDA
STATE

RECEIVED
97 MAR 31 PM 4:10
DIVISION OF CORPORATION

84 APR - 1 1997

ARTICLES OF INCORPORATION
OF
DENNY'S INTERIORS, INC.

FILED
97 MAR 31 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

DENNY'S INTERIORS, INC.

The address of the principal office of this corporation shall be 11510 Cleveland Avenue, Ft. Myers, Florida 33907, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Dennis Myers	11510 Cleveland Avenue
Dir./Pres.	Ft. Myers, Florida 33907

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on March 31, 1997.

CORPORATION SERVICE COMPANY

By: 

Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, 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.

CORPORATION SERVICE COMPANY

By: 

Its Agent, Karen B. Rozar

CLD/das

FILED
97 MAR 31 AM 8:17
TALLAHASSEE, FLORIDA