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200 N.E., 4TH AVENUE
OKEECHOBEE, FLORIDA 34972

March 3, 1997

Sandra B. Mortham, Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

RE: DESH BROTHERS, INC.

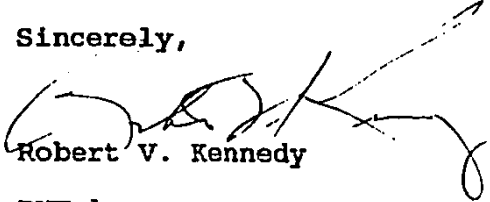
Gentlemen:

Enclosed herewith please find the fully executed Articles of Incorporation and Designated Registered Agent in reference to the above-named corporation, together with our check in the amount of \$70.00 to cover the filing fee.

Also, enclosed is an additional copy of the Articles with a self-addressed and stamped envelope for your convenience in returning a copy to us. Please file and return to this office at your earliest convenience.

Thank you in advance for your cooperation, I am


Sincerely,


Robert V. Kennedy

RVK:lw

Enclosures: as stated

97 APR -7 PM 12:05

Charlie Burdshaw VE
AUTHORIZATION BY PHONE TO
CORRECT R.A. Name
DATE 4/8/97
DOC. EXAM. 

cf 4/8/97

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 APR -7 PM 12:05

DESH BROTHERS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation is: DESH BROTHERS, INC.

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The general purposes for which the Corporation is organized are:

1. Buy, sell, lease, trade, broker, exchange and any other legal business activities necessary to operate a restaurant business.

2. Lease or purchase real property, lease or purchase of equipment, advertise, enter into contracts, marketing, promotion, bank and borrow money, hire employees and any other acts reasonably necessary to operate a restaurant business.

3. Conduct any other legal business necessary to operate a restaurant business.

4. Conduct any other legal business activities.

ARTICLE IV

The aggregate number of shares which the Corporation is authorized to issue is ONE THOUSAND (1,000). Such shares shall be of a single class, and shall have \$1.00 par value.

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The address of the initial registered office and principal address of the Corporation is: 1001 S. Parrott Avenue, Okeechobee, Florida 34974 and the name of its initial resident agent is: Imtiaz Ali.

ARTICLE VI

This Corporation shall have one (1) Officers and one (1) Directors initially. The name and address of the initial Officer and Director who shall hold office for the first year of the Corporation or until their successors are elected or appointed is:

IMTIAZ ALI
Director/President/Secretary/Treasurer
1001 S. Parrott Avenue
Okeechobee, Florida 34974

ARTICLE VII

Directors - Removal by Stockholders. The Stockholders shall have the right at any regular meeting, or at any special meeting called for such purpose, to remove any director of the corporation with or without cause.

ARTICLE VIII

Directors - Indemnification. The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE IX

Stockholder's meetings. The presence, at any stockholders' meeting, in person or by proxy, of persons entitled to vote eighty (80%) percent of the shares of the Corporation then issued and outstanding shall constitute a quorum for the transaction of business.

The affirmative vote of all of the outstanding shares of the Corporation shall be sufficient to authorize any act of the corporation.

ARTICLE X

Directors Meetings. All of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business.

The consent of all of the directors shall be required to constitute any act or decision of the Board of Directors.

ARTICLE XI

The name and address of the Incorporator is: Imtiaz Ali, 1001 S. Parrott Avenue, Okeechobee, Florida 34974.

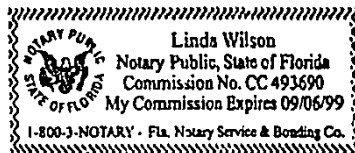
EXECUTED this 31 day of March, 1997.

Imtiaz Ali
IMTIAZ ALI

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

The foregoing instrument was subscribed and acknowledged before me this 31 day of March, 1997, by Imtiaz Ali, who is personally known to me.

Linda Wilson
LINDA WILSON
NOTARY PUBLIC
MY COMMISSION EXPIRES: 9/6/99
COMMISSION NO. CC 493690



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 APR -7 PM 12:05

DESH BROTHERS, INC.

DESIGNATION OF REGISTERED AGENT

Certificate Designating Place of Business or Domicile for the Service of Process within Florida, Naming Agent Upon Whom Process May Be Served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First - That DESH BROTHERS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Okeechobee, State of Florida, has named Imtiaz Ali located at 1001 S. Parrott Avenue, Okeechobee, State of Florida, 34974 as its agent to accept service of process within Florida.

DESH BROTHERS, INC.

By: Imtiaz Ali
Imtiaz Ali, President

Date: May - 31st - 97

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Imtiaz Ali
Imtiaz Ali, Resident Agent

Date: May - 31st - 97