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ACCOUNT NO. : 072100000032

REFERENCE : 347115 10690A

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : April 29, 1997

ORDER TIME : 9:40 AM

ORDER NO. : 347115-005

900002158719--2

CUSTOMER NO: 10690A

CUSTOMER: Tonya L. Gosnell, Legal Asst
WATSON SOILEAU DELEO & BURGETT

Suite C
1970 Michigan Avenue
Cocoa, FL 32922

DOMESTIC FILING

NAME: LET'S EAT OUT, 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: Tina M. Bartlett

EXAMINER'S INITIALS: _____

TALLAHASSEE, FLORIDA
97 APR 29 PM 2:39

97 APR 29 PM 2:39

APR 29 1997

ARTICLES OF INCORPORATION
OF
LET'S EAT OUT, INC.

FILED
97 APR 29 PM 2:39
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is Let's Eat Out, Inc. and its principal office is located at 232 & 234 Brevard Avenue, Cocoa, Florida 32922.

Article II - Duration

This corporation shall exist perpetually. The date of commencement of corporate existence shall be the date these articles are filed with the Secretary of State.

Article III - Purpose

This corporation is organized for the purpose of engaging in any business activity permitted under the laws of the United States and the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue 5,000 shares of \$1.00 par value common stock.

Article V - Preemptive Rights

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which such stockholder already holds, shall have the right to purchase a 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 - Registered Office and Initial Registered Agent

The street address of the registered office of this corporation is 1970 Michigan Avenue, Bldg. C, Cocoa, Florida 32922.

The name of the initial registered agent of this corporation at that address is John L. Soileau.

Article VII Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time pursuant to the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Diane A. Ross, 232 & 234 Brevard Avenue, Florida 32922

Patricia M. DeCoro, 232 & 234 Brevard Avenue, Florida 32922

Article VIII - Incorporator

The name and address of the person signing these articles is John L. Soileau, 1970 Michigan Avenue, Bldg. C, Cocoa, Florida 32922.

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders.

Article X - Compensation of Directors

The stockholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

Article XI - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by


.law.

Article XII - 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 stockholders is subject to this reservation.

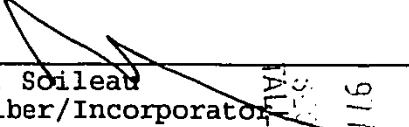
Article XIII - Acceptance of Registered Agent

Having been named to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.



John L. Soileau, Registered Agent

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of April, 1997.



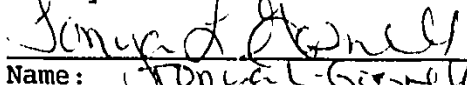
John L. Soileau
Subscriber/Incorporator

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation was acknowledged before me this 28th day of April, 1997, by John L. Soileau, who is personally known to me or who has produced _____ as identification and who did not take an oath.

Notary Public:



Name: Tonya L. Gosnell
State of Florida at Large (SEAL)
My Commission Expires:



TONYA L. GOSNELL
My Commission CC548292
Expires May, 20, 2000