

4/30/97

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004
CONTACT: ~~JOSEPH C. RODRIGUEZ~~ BrinFow
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: D & M RESTAURANTS, INC.
AUDIT NUMBER.....H97000007093
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 4
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
D & M Restaurants, Inc.

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Article II. Address

The mailing address of the Corporation is:
D & M Restaurants, Inc.
4003 South Dixie Highway
West Palm Beach FL 33409

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
E. Scott Schroeder
Commerce Pointe, Suite 400
1818 South Australian Avenue
West Palm Beach FL 33409

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Donald Pittsley

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0886

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective April 30, 1997

The undersigned incorporator executed these Articles of Incorporation on
April 30, 1997



CORPORATE CREATIONS INTERNATIONAL INC.
Brian R. Fons Vice President

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-6629
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

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CORPORATION:

D & M Restaurants, Inc.

REGISTERED AGENT/OFFICE:

**E. Scott Schroeder
Commerce Pointe, Suite 400
1818 South Australian Avenue
West Palm Beach FL 33409**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**E. Scott Schroeder
Brian R. Fons as attorney-in-fact**

Date: April 30, 1997

**Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code 125)
Miami Beach FL 33139-8829
(305) 672-0686**

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