

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

PA 7000041744

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

502.
~~W97 10752~~

[Handwritten signature]

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	5.9.97		
TIME	927		CK No. _____
BY	CJB		

WALK-IN
Will Pick Up _____

RE: Marge's Cafe, Inc.

	C. FEE	DISBURSED
Capital Express™		
Art. of Amend. File		
Corp. Record Search		
Corp. Partnership File		
Foreign Corp. File		
(1) Cont. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX ()		

SUBTOTALS _____

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

RECEIVED
MAY 9 4 21 PM '97
AM 5:14

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connect



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 9, 1997

CAPITAL CONNECTION, INC.
POST OFFICE BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: MARGE'S CAFE, INC.
Ref. Number: W97000010752

Corrected

We have received your document for MARGE'S CAFE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 597A00024896

RECEIVED
97 MAY 12 AM 9:39
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

Marge's Cafe of Clearwater, Inc.

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

ARTICLE I

NAME

The name of the corporation is *Marge's Cafe of Clearwater, Inc.*

ARTICLE II

Duration

The duration of the corporation is perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated common shares.

FILED
97 MAY 12 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2205 Glen Drive, Safety Harbor, Florida 34695, and the name of the initial registered agent at such address is ROYALL MARGUERITE TREVATHAN Corporate Mailing Address same as registered agent.

ARTICLE VI

Management of Corporation by Stockholders

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction, of the Stockholders.

ARTICLE VII

Incorporators

The name and address of the person signing these Articles is:

ROYALL MARGUERITE TREVATHAN
2205 Glen Drive
Safety Harbor, Florida 34695


ARTICLE VIII

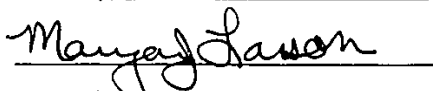
Amendments

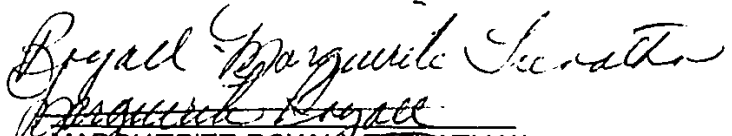
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has Executed these Articles of Incorporation this 8 day of May, 1997

Witnesses:



Print A.J. Della Monica


Print MARYANN J. LARSON


~~MARGUERITE ROYALL TREVATHAN~~
A/K/A ROYALL MARGUERITE TREVATHAN

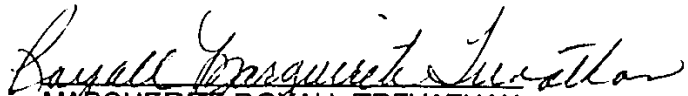
STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 8 day of May, 1997,
by 1 ROYALL MARGUERITE TREVATHAN who is personally known to me or who has
produced _____ as identification and who did take an oath.


Print _____
Notary Public
ANTHONY J. DELLA MONICA
COMMISSION # CC408354
EXPIRES FEB 09, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.

ACCEPTANCE OF RESIDENT AGENT


I agree as Resident Agent to accept Service of Process: to keep the office open during prescribed hours; to post my name and any other officers of said corporation authorized to accept service of process at the Florida designated address of 2205 Glen Drive, Safety Harbor, Florida 34695, in some conspicuous place in the office as required by Law.


MARGUERITE ROYALL TREVATHAN
A/K/A ROYALL MARGUERITE TREVATHAN

STATE OF FLORIDA)

COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 8 day of May, 1997,
by ROYALL MARGUERITE TREVATHAN , who is personally known to me or who has
produced _____ as identification and who did take an oath.


Print _____
Notary Public
ANTHONY J. BELIN MONICA
COMMISSION EXPIRES FEB 09, 2001
BONDED THROUGH ATLANTIC SOUTHERN CO., INC.
STATE OF FLORIDA
AM 9:44