

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

RE: Scotch & Birloin, Inc.

PAID 197000042516

NAME _____
 PHONE () _____

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE	DISBURSED
Capital Connection™		
Art. of Inc. File		
Corp. Record Search		
Ind. 2. Membership File		
Foreign Corp. File		
() Cert. 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 Kite	600002176276--4	
Vehicle Search	-05/13/97--01008--011	
Driving Record	****122.50 ****122.50	
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 () pgs.		
SUBTOTALS		

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE 5/12/97 _____
 TIME 4:30 _____ CK No. _____
 BY W _____

WALK-IN _____
 Will Pick Up _____

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

RECEIVED
 MAY 18 1997
 8:02

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 Connection

Articles of Incorporation of

SCOTCH & SIRLOIN, INC.

FILED
97 MAY 13 AM 10:08
CLERK OF THE COURT
JACKSONVILLE, FLORIDA

The undersigned desiring to form a corporation for the purposes hereinafter stated under and pursuant to the laws of the State of Florida, does hereby declare as follows:

ARTICLE I.

NAME

The name of the corporation shall be SCOTCH & SIRLOIN, INC.

ARTICLE II.

BUSINESS AND PURPOSE

The nature of the business which may be transacted by the corporation is as follows:

This corporation may engage in any activity or business permitted under the laws of the State of Florida, and shall enjoy all the rights and privileges of a corporation granted by the laws of the State of Florida.

ARTICLE III.

RIGHT TO PURCHASE OWN SHARES

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

ARTICLE IV.

STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be One-Hundred (100) shares of common stock having one dollar (\$1.00) par value per share.

ARTICLE V.

TERM OF EXISTENCE

This Corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE VI.

PRINCIPAL OFFICE

The principal office or place of business of the corporation shall be located at 650 Royal Palm Beach Boulevard, Royal Palm Beach, Florida 33411, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VII.

REGISTERED OFFICE AND REGISTERED AGENT

The Registered Agent of this Corporation shall be RICHARD P. OTTLINGER, a resident of Palm Beach County, Florida. The registered office of the Corporation shall be located at 650 Royal Palm Beach Boulevard, Royal Palm Beach, Florida 33411.

ARTICLE VIII.

BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws. The number of Directors may be increased from time to time.

ARTICLE IX.

INCORPORATOR

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

RICHARD P. OTTLINGER

13386 La Mirada Circle
Wellington, Florida 33414

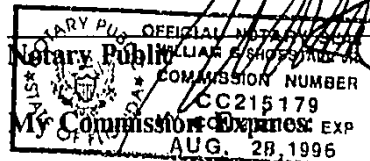
IN WITNESS WHEREOF, I have made, subscribed, and acknowledged these Articles of Incorporation on this 7th day of May, 1997.

 (SEAL)
RICHARD P. OTTLINGER

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

ON THIS DAY, BEFORE ME, an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared RICHARD P. OTTLINGER, to me well known to be the incorporator described in and who executed the foregoing Articles of Incorporation of SCOTCH & SIRLOIN, INC., and who acknowledged that he executed the same as such incorporator for the purposes therein expressed.

WITNESS my hand and official seal in the village of Wellington, Palm Beach County, Florida, on this 7 day of May, 1997.



WILLIAM G. SHOFSTALL

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, SCOTCH & SIRLOIN, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Royal Palm Beach, State of Florida, has named RICHARD P. OTTLINGER, located at 650 Royal Palm Beach Boulevard, Royal Palm Beach, Florida, 33411, as its agent to accept service of process within this State.

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


RICHARD P. OTTLINGER
REGISTERED AGENT

FILED
97 MAY 13 AM 10:28
TALLAHASSEE, FLORIDA