



THE UNITED STATES
CORPORATION
COMPANY

p97000052976

ACCOUNT NO. : 072100000032

REFERENCE : 429406 83577A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 16, 1997

ORDER TIME : 11:08 AM

ORDER NO. : 429406-005

CUSTOMER NO: 83577A

CUSTOMER: E. Glenn Tucker, Esq
RHODES & TUCKER

Suite 204
950 North Collier Boulevard
Marco Island, FL 34145

97 JUN 16 PM 1:23
TALLAHASSEE, FLORIDA
STATE

DOMESTIC FILING

NAME: BREAKFAST EXPRESS, INC.

500002212895--8
-06/16/97--01087--003
*****70.00 *****70.00

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: Susana Romagosa

EXAMINER'S INITIALS: _____

97 JUN 16 PM 12:14
RECEIVED

JUN 16 1997

FILED

ARTICLES OF INCORPORATION

97 JUN 16 PM 1:23

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BREAKFAST EXPRESS, INC.

ARTICLE I
NAME

The name of this corporation is BREAKFAST EXPRESS, INC.

ARTICLE II
DURATION

The corporation shall have a perpetual existence.

ARTICLE III
PURPOSE

The general nature of the business to be transacted is all lawful business, including the authority:

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; that it is not to conduct a banking, safe deposit, trust insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 1,000 shares of common stock having no par value.

ARTICLE V
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be Suntrust Centre-Suite 204, 950 North Collier Blvd., Marco Island, County of Collier, State of Florida, 34145, and the initial registered agent of this corporation at such office shall be E. GLENN TUCKER, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process. The principal office of this corporation is, Marco Town Center, 1035 1/2 N. Collier Blvd., Marco Island, Florida 34145.

ARTICLE VI
MANAGEMENT OF CORPORATION

The business of this corporation shall be managed by the stockholders rather than by a Board of Directors.

The stockholders shall be deemed directors and shall be subject to the liabilities of directors. Any action required of directors may be taken by the stockholders pursuant to law. Each stockholder shall have one vote per share of stock.

ARTICLE VII
INITIAL SUBSCRIBER AND INCORPORATOR

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

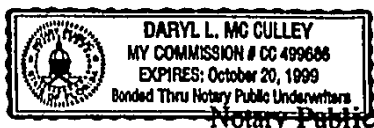
<u>Name</u>	<u>Address</u>
E. GLENN TUCKER	P.O. Box 887 Marco Island, Florida 34146

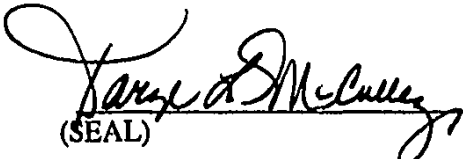


E. GLENN TUCKER

STATE OF FLORIDA)
) ss.
COUNTY OF COLLIER)

The foregoing Articles of Incorporation of BREAKFAST EXPRESS, INC.,
were acknowledged before me this 3rd day of June, 1997, by E. GLENN
TUCKER, as Incorporator.




(SEAL)

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BREAKFAST EXPRESS, INC., at the place designated in the Articles of Incorporation, E. GLENN TUCKER, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 6/13/97


E. GLENN TUCKER

FILED
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STATE
TALLAHASSEE, FLORIDA