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June 16, 1997

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Department of State
CORPORATIONS DIVISION
Post Office Box 6327
Tallahassee, FL 32314

Re: Subject: MR. K BAR B Q RESTAURANT & STEAK HOUSE, INC.

Dear Sirs:

Enclosed please find original and one (1) copy of Articles of Incorporation for MR. K BAR B Q & STEAK HOUSE, INC., together with check in the amount of \$122.50, to cover filing costs, certified copy and designation of Resident Agent.

Very truly yours,

Reese Marshall
Reese Marshall

RM/aj
Enc: As stated above

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 6/18/97

**ARTICLES OF INCORPORATION
OF
MR. K BAR B Q RESTAURANT & STEAK HOUSE, INC.**

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation, for profit.

ARTICLE I. NAME: The name of the corporation shall be: **MR. K BAR B Q RESTAURANT & STEAK HOUSE, INC.** The principal place of business and the mailing address of this corporation shall be: 4906 Soutel Drive, Jacksonville, Duval County, Florida 32208.

ARTICLE II. DURATION: This corporation shall have perpetual existence.

ARTICLE III. PURPOSE: The general purpose for which the corporation is organized is: any and all lawful purposes described by Florida Statutes.

ARTICLE IV. CAPITALIZATION AND STOCK: The total number of shares of capital stock which the corporation shall be authorized to issue is: 50 shares. Such shares shall be of a single class of common stock, and shall have a par value of \$1.00 per share. The amount of capital with the corporation will begin to engage in business is not less than Five Hundred Dollars (\$500.00).

ARTICLE V. MANNER OF ELECTION OF DIRECTORS: The manner which the directors are elected or appointed is as follows: the number of directors may either be increased or diminished from time to time by the by-laws, but shall never be less than three (3). Any director may be removed at any time, with cause, by at least 3 members of the Board having the right and entitled to vote at a meeting called for that purpose. The directors of said corporation are to be elected pursuant to the by-laws of said corporation. The initial Board of Directors are as follows:

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TALLAHASSEE, FLORIDA

KENNETH CLAIR 6175 Bagley Road, Jacksonville, FL 32209

JOSEPH ALBERTIE 6175 Bagley Road, Jacksonville, FL 32209

NATHANIEL CLAIR 8911 Newton Road, Jacksonville, FL 32216

ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS: The name and street address of the initial Registered Agent is: KENNETH CLAIR, 6175 Bagley Road, Jacksonville, Duval County, Florida 32209.

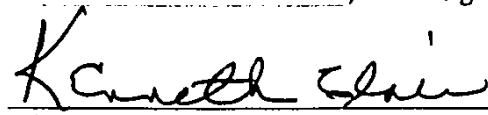
ARTICLE VII. INCORPORATORS: The names and street addresses of the incorporators for these Articles of Incorporation are:

KENNETH CLAIR 6175 Bagley Road, Jacksonville, FL 32209
President

JOSEPH ALBERTIE 6175 Bagley Road, Jacksonville, FL 32209
Vice-President

NATHANIEL CLAIR 8911 Newton Road, Jacksonville, FL 32216
Secretary

The undersigned incorporators have executed these Articles of Incorporation this 10th day of June, 1997. Signatures of the incorporators:


(Signature)

KENNETH CLAIR
(Type or print name of Incorporator)


(Signature)

JOSEPH ALBERTIE
(Type or print name of Incorporator)


(Signature)

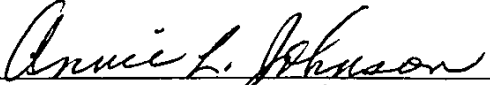
NATHANIEL CLAIR
(Type or print name of Incorporator)

STATE OF FLORIDA

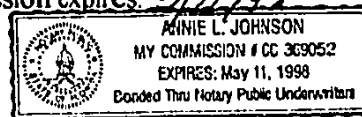
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and county named above to take acknowledgments, personally appeared: KENNETH CLAIR, JOSEPH ALBERTIE and NATHANIEL CLAIR, to me well known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 10th day of June, 1997.


NOTARY PUBLIC, State of Florida
At Large

My Commission expires: 5/11/98



CERTIFICATE OF DESIGNATION

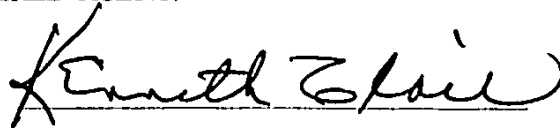
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 6-7.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: **MR. K BAR B Q RESTAURANT & STEAK HOUSE, INC.**
2. The name and address of the Registered Agent and Office is: **KENNETH CLAIR,**
6175 Bagley Road, Jacksonville, Duval County, Florida 32209.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: _____



KENNETH CLAIR

(Type or print name of Registered Agent)

Date: _____

June 10, 1997

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TALLAHASSEE, FLORIDA