



THE UNITED STATES
CORPORATION
COMPANY

P970000 57642

ACCOUNT NO. : 072100000032

REFERENCE : 448138 8657A

AUTHORIZATION : *Patricia Project*

COST LIMIT : \$ 122.50

ORDER DATE : July 1, 1997

ORDER TIME : 10:13 AM

ORDER NO. : 448138-005

CUSTOMER NO: 8657A

CUSTOMER: Ms. Stephanie O'dell
RAMSEY W. DULIN, ESQ

201 S. Orange Avenue, Ste 1090
Signature Plaza
Orlando, FL 32801

100002227911--0

DOMESTIC FILING

NAME: MVP GRILLE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

RECEIVED
97 JUL -1 PM 11:27
DIVISION OF CORPORATION

824 JUL 01 1997

**ARTICLES OF INCORPORATION
OF
MVP GRILLE, INC.**

FILED
STATE - FLORIDA
JUL 12 1985

The undersigned, for purposes of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be MVP GRILLE, INC.

**ARTICLE II
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE III
PURPOSE**

The purposes of the corporation are:

(a) To engage in business in the restaurant and food service industry, including, but not limited to, restaurant development and restaurant operation, retail and wholesale food sales, catering and related activities.

(b) To engage in and to transact any and all lawful business for which a corporation may be incorporated under the laws of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is one thousand (1000) shares, all of which shall be common shares with a par value of one dollar (\$1.00).

**ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the corporation is 201 S. Orange Avenue, Suite 1090, Orlando, Florida 32801. The name of the initial registered agent at such address is Ramsey Dulin.

**ARTICLE VI
PRINCIPAL PLACE OF BUSINESS**

The initial principal place of business of the corporation shall be 12101 Crescent Cove Court, Windermere, Florida 34786, until otherwise designated by the corporation.

**ARTICLE VII
DIRECTORS**

The Board of Directors of the corporation shall consist of at least one director and no more than five directors. The initial Board of Directors shall consist of the following directors, whose names and addresses are set forth below:

Johnny Rivers	12101 Crescent Cove Court Windermere, Florida 34786
Tzow-Chyi Chen	9188 International Drive Orlando, Florida 32819

**VIII
OFFICERS**

The corporation shall have such officers as may be provided in the bylaws of the corporation, and such officers shall be determined in the manner provided in the bylaws, and shall perform their duties during their respective terms of office as may be provided in the bylaws of the corporation.

**ARTICLE IX
INCORPORATION**

The name and address of the incorporator of the corporation is as follows:

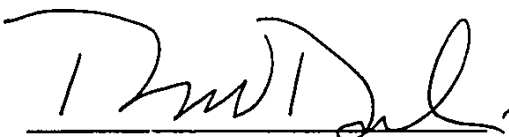
Ramsey W. Dulin, Esquire

201 S. Orange Avenue
Suite 1090
Orlando, Florida 32801

**ARTICLE X
AMENDMENTS TO ARTICLES
OF INCORPORATION AND BYLAWS**

The shareholders shall have the exclusive authority to make amendments to these Articles of Incorporation by a two-thirds (2/3) majority vote of all outstanding shares; the Board of Directors shall have the authority to formulate and adopt the initial bylaws of the corporation, thereafter, the shareholders shall have the exclusive authority to amend the bylaws of the corporation by a two-thirds (2/3) majority vote of all outstanding shares.

IN WITNESS WHEREOF, I have subscribed my name this 30th day of June, 1997.

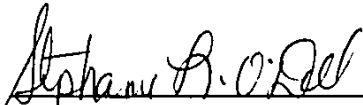


Ramsey W. Dulin, Esquire
Incorporator

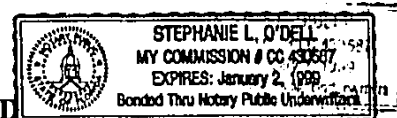
**STATE OF FLORIDA
COUNTY OF ORANGE**

I HEREBY CERTIFY that on this day before me, a notary public, duly authorized in the state and county aforesaid to take acknowledgments, personally appeared Ramsey W. Dulin to me personally known to be the person who executed and subscribed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same for the purposes therein contained, and who did/did not take an oath.

WITNESS my hand and official seal in the county and state set forth above this 30th day of June, 1997.


Notary Public, State of Florida
Printed Name: Stephanie L. O'Dell

Stamp:



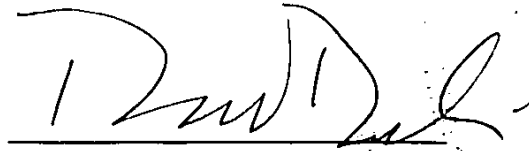
**DESIGNATION OF REGISTERED
OFFICE AND REGISTERED AGENT**

MVP GRILLE, INC., a Florida corporation, pursuant to Florida Statute §48.091, and its Articles of Incorporation, hereby designates Ramsey W. Dulin, 201 South Orange Avenue, Suite 1090, Orlando, Florida 32801, as its registered agent and registered office for the service of process as required by law.

ACCEPTANCE

I, Ramsey W. Dulin having been named in the foregoing designation of registered office and registered agent by MVP GRILLE, INC., a Florida corporation, and being fully advised and apprised of the duties of a registered agent for the service of process as prescribed by Florida Statute §48.091, do hereby accept said designation, and agree to accept service of process as registered agent, to keep my office open during prescribed hours, to post my name in some conspicuous place in the office as required by law, and to otherwise comply with the obligations of a resident agent and to maintain a registered office as heretofore indicated.

Dated this 30th day of June, 1997.


Ramsey W. Dulin