

7/8/97

Department of State
Corporate Records/

Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

97 JUL 10 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

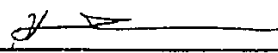
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***122.50 ***122.50

Dear Secretary of State: ---

Enclosed find one original and a copy of the Articles of
SUN COAST RESTAURANTS, INC.

Also find enclosed a check made payable to the Secretary of
State in the amount of \$ 122.50 which includes the statutory
filing fee. Your assistance in establishing the corporation
to be known as SUN COAST RESTAURANTS, INC., is appreciated.

Respectfully,


Secretary

K Latimer
P.O. Box 1981
Dunedin, Fl. 34697

PK
7/12/97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SUNCOAST RESTAURANTS, INC.

ARTICLE ONE

The name of the corporation is SUNCOAST RESTAURANTS, INC. and its principal office and mailing address is 1857 Venetian Point Drive, Clearwater, Fl. 33765.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have the authority to issue is 10,000 with the par value of one dollar (\$1.00) each.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares a consideration of the value of \$1000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 1857 Venetian Point Drive, Clearwater, Florida 33765 and the name of its initial registered agent at such address is Hope Lewis.

Registered agent's acceptance.



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ARTICLE SEVEN

The number of directors constituting the initial board of directors is 1, and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Hope Lewis 1857 Venetian Point Drive, Clearwater, Fl.
33765

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

Hope Lewis 1857 Venetian Point Drive, Clearwater, Fl.
33765.

[Signature] Incorporator

State of Florida, County of Pinellas
Sworn to and Subscribed before me this ____TH Day of May,
1997

[Signature]



GUY P. KUNNIEN
MY COMMISSION # CC387348 EXPIRES
June 28, 1998
BONDED THIRD TROY FARM INSURANCE, INC.

ARTICLE TEN

The powers and the obligations of the incorporators cease upon the incorporating of the Articles of Incorporation.