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July 17, 1997

Office of the Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Food Corp. Consulting Group, Inc.

Dear Sirs:

Please find enclosed the original and one copy of the Articles of Incorporation, which includes the designation of registered agent, together with a check in the amount of \$122.50 for the filing fee.

Thank you for your usual prompt attention to these matters. Please return a letter of acknowledgement to:

Food Corp. Consulting Group, Inc.
C/O Ramin Partow
335 11th Street
Atlantic Beach, FL 32233

Sincerely,



Ramin Partow/Incorporator

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

We the undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

Article I - Name

The name of the corporation is Food Corp. Consulting Group, Inc.

Article II - Nature of Business

The general nature of the business to be transacted by this corporation is:

1. To engage in the operation of restaurant and management consulting.
2. 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; except that it is not to conduct any business forbidden by law.
3. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.
4. To contract debts and borrow money, lease and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required.
5. To purchase the corporate assets of any other corporation and engage i the same or other character of business.
6. To endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire, or dispose of the share of the capital stock, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

7. To become guarantor or surety for any other person, firm, or corporation for any purpose or transaction whatsoever.

8. To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

9. To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the directors may deem to be in the interest of the corporation.

10. To enjoy all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

The foregoing shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers and purposes of this corporation.

Article III - Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of \$1.00 par value common stock. The Board of Directors is authorized to issue "Section 1244 Stock," as defined by Section 1244 of the Internal Revenue Code.

Article IV - Initial Capital

The amount of capital with which this corporation will begin business is One hundred and no/100 dollars (\$100.00).

Article V - Term

The corporation shall have perpetual existence.

Article VI - Address

The post office address of the principle office of this corporation in the state of Florida is 335 11th Street, Atlantic Beach, FL 32233. The Board of Directors may from time to time move the office to any other place in Florida.

Article VII - Directors

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one.

Article VIII - Initial Directors

The names and post office addresses of the members of the first Board of Directors of the corporations are:

Farzin Darabi
159 11th Street
Atlantic Beach, FL 32233

Ramin Partow
335 11th Street
Atlantic Beach, FL 32233

Article IX - Subscribers

The name and post office address of the subscriber of these Articles is:

Ramin Partow
335 11th Street
Atlantic Beach, FL 32233

Article X - Registered Office and Registered Agent

The initial registered agent for the corporation is Ramin Partow and the initial registered office for that agent and the corporation is 335 11th Street, Atlantic Beach, FL 32233

Article XI - Preemptive Rights for Shareholders

All shareholders of stock in the corporation shall have preemptive rights.

Article XII

1. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the stockholders or the directors, but the directors may not alter or amend any By-Law adopted by the stockholders.

2. The initial By-Laws of this corporation shall be adopted by the directors. The By-Laws may be amended from time to time by either the stockholders or the directors, but the directors may not alter or amend any By-Law adopted by the stockholders.

3. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or director of this corporation.

4. The stockholders may, by By-Law provision or by stockholder's agreement, recorded in the minute book, impose such restriction on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

5. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

6. Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, member, director, officer, or employee, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve, and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether quorum is present, but not to be counted in calculating the majority necessary to carry such a vote. This action shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the

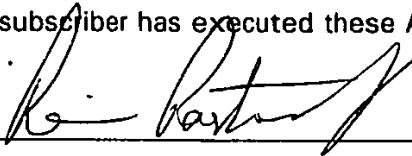
common and statutory law applicable thereto.

7. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article XIII

The corporation shall indemnify any director, officer, or employee, or former director, officer, or employee of the corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement such action, suit or proceeding, if it shall be found by majority of the committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interest of the corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any rights to which such director, officer, or employee may be entitled under any By-Law, agreement, vote of stockholders, or otherwise.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of July 1997.



Ramin Partow (SEAL)

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 acknowledgements personally appeared RAMIN PARTOW to me well known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal at the County and State named, this 21 day of JULY, A.D., 1997.

Notary Public, State of Florida
My Commission Expires:



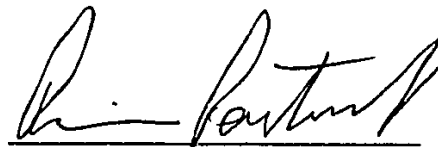
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR
DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE
AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

That Food Corp. Consulting Group, Inc. desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the Articles of Incorporation, at City of Jacksonville, County of Duval, State of Florida, has named Ramin Partow located at 335 11th Street, Atlantic Beach, FL 32233 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above named corporation at a place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



Ramin Partow

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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