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TAYLOR & ZIEGENBEIN
Certified Public Accountants
2114 Hillcrest Street
Orlando, FL 32803

City/State/Zip

Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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(Corporation Name) (Document #)
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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials _____

ARTICLES OF INCORPORATION
OF
DAYBREAK DINER, INC.

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

DAYBREAK DINER, INC.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

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

(a) To engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be 2,000 shares of voting common stock of the par value of \$1.00 per share, which shall be designated "Common Stock."

ARTICLE V

The principal place of business of the corporation shall be:

1406 Edmunshire Lane
Orlando, FL 32802

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit. The incorporator of the corporation shall be:

Lizabeth E. Johnson
1406 Edmundshire Lane
Orlando, FL 32802

ARTICLE VI

The initial registered agent of the corporation at the registered address shall be:

Paula M. Taylor
2114 Hillcrest Street
Orlando, FL 32803

ARTICLE VII

The corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws adopted by the shareholders, but shall never be less than one (1). The shareholders shall have the right and power at any regular meeting or at any special meeting called for such purpose to remove any director of the corporation with or without cause.

ARTICLE VIII

The names and addresses of the members of the initial Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

Lizabeth E. Johnson
1406 Edmundshire Lane
Orlando, FL 32802

Gerard G. Johnson
1406 Edmundshire Lane
Orlando, FL 32802

Peter L. Hurrey
1987 Excalibur Drive
Orlando, FL 32822

ARTICLE IX

The names of the initial officers of the corporation are as follows:

President	Lizabeth E. Johnson
Secretary	Gerard G. Johnson

ARTICLE X

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XI

No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation.

ARTICLE XII

The corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees, and agents, including former directors, officers, employees, and agents.

ARTICLE XIII

The corporation elects to have preemptive rights, as provided by the Florida Business Corporation Act. Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price at which it is offered to others, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether

issued for cash, labor done, personal property, or property or leases thereof, or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE XIV.

The directors of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE XV.

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

(b) At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the By-Laws adopted by the

shareholders of this corporation setting forth the terms and conditions of such purchase, provided however, the capital of this corporation cannot be impaired thereby.

(c) To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

ARTICLE XVI.

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XVII.

The mailing address for correspondence purposes of the corporation shall be:

1406 Edmundshire Lane
Orlando, FL 32802

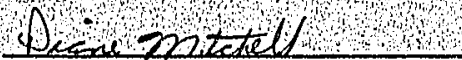
IN WITNESS THEREOF, the subscriber affixed her signature this ____ day of September, 1997.


Lizabeth E. Johnson

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 named above to take acknowledgments, personally appeared LIZABETH E. JOHNSON, who provided Florida driver's license No. JS25-525-625570 as identification, and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 9th day of September, 1997.



NOTARY PUBLIC - State of Florida
Commission No.:
My Commission Expires:



DIANE MITCHELL
My Comm Exp. 10/24/98
Bonded By Service Ins
No. CC415976

Personally Known Other I.D.

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST THAT **DAYBREAK DINER, INC.**

(Name of Organization)

WITH ITS PLACE OF BUSINESS AT:

1406 Edmunshire Lane, Orlando, FL 32802

HAS NAMED **Paula M. Taylor**

(Name of Registered Agent)

LOCATED AT **2114 Hillcrest Street
Orlando, Florida 32803**

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA

SIGNATURE *Lizbeth E. Johnson*
LIZABETH E. JOHNSON

TITLE Incorporator
DATE 9/9/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
ORGANIZATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE
TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF
SECTIONS 48.091 AND 607.325 FLORIDA STATUTES.

SIGNATURE *Paula M. Taylor*
PAULA M. TAYLOR
(Registered Agent)

DATE 9/9/97

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