

September 25, 1997

P97000085178

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Dear Sirs:

Enclosed please find Articles of incorporation and Acceptance of Registered Agent. A check in the amount of \$78.75 is also enclosed for the filing of the Articles of incorporation, designation of and acceptance by registered agent and application for certificate of status.

Please file, stamp and return for our records the enclosed copy. Thank you very much.

Sincerely,

Bruce G. Kaufmann J.D.

BGK/kml

11151 66th St. N., Suite 401
Largo, Fl. 33773

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Bruce G. Kaufmann, J.D.

Telephone (813) 541-3447
Fax (813) 545-1944

Attorney At Law
11151 66th Street North Suite 401
Largo, Florida 33773

Toll Free
1-800-775-3447

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W97-22246



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 29, 1997

BRUCE G. KAUFMANN, J.D., P.A.
11151 66TH STREET NORTH, STE. 401
LARGO, FL 33773

SUBJECT: BEBO'S INCORPORATED
Ref. Number: W97000022246

We have received your document for BEBO'S INCORPORATED, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.75.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The document must have original signatures.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 497A00047957

ARTICLES OF INCORPORATION

of

BEBO'S Incorporated
A Florida For Profit Corporation

Preamble

The undersigned incorporator, a natural person and competent to contract for purposes of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for said corporation.

ARTICLE I

Corporate Name

The name of this corporation shall be BEBO'S Incorporated. The business address of the corporation is 9045 Starkey Road, Largo, Florida 33777.

ARTICLE II

Corporate Duration

This corporation shall have a perpetual existence.

ARTICLE III

Corporate Purpose

This corporation is organized for the purpose of transacting any and all lawful business including but not limited to owning and operating a retail restaurant.

ARTICLE IV

Corporate Stock

The aggregate number of shares that the corporation is authorized to issue is 1,000,000 shares of common stock. The par value of the shares is \$1.00 per share.

ARTICLE V

Initial Registered Agent and Registered Office

The name of the initial registered agent of the corporation is Bruce G. Kaufmann, J. D., P. A.

The address of the initial registered office of the corporation is Bruce G. Kaufmann, J.D., P.A., 11151 66th St. N. Suite 401 Largo, Fl. 33773.

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ARTICLE VI
Board of Directors

The management and control of the corporation shall be vested in a Board of Directors of one or more directors, as provided by the By-Laws of the corporation, said Board to be elected by the stockholders of the corporation at the regular meeting of said stockholders.

If State law so provides, then upon the unanimous written agreement of all the stockholders of the corporation, the above described Board of Directors may be divested of its power to manage and control this corporation and said power may, pursuant to shareholder agreement, be vested in the shareholders of the corporation. If the shareholders exercise their right to divest the Board of its power to manage and control, then, and whenever the context requires, the shareholders shall be deemed the directors of the corporation for purposes of applying applicable State law. The names and addresses of the first Board of Directors of the corporation are:

Russell Douton
Mary Ellen Douton
Box 3064
Seminole, FL 33775

Barbaro Gonzalez
Shirley Gonzalez
5435 49th Avenue, North
St. Petersburg, FL 33709-3705

Until the first meeting of stockholders, management and control of this corporation shall be vested in the above Board composed of one director. This director shall hold office until her successors are duly elected and qualified.

ARTICLE VII
Officers

The Board of Directors shall, at its initial meeting, elect a President, Vice-President, Secretary and Treasurer and such other officers as the Board from time to time shall designate. Until the first Board of Directors meeting and until officers are selected, the following named persons shall hold the below designated offices until their successors are elected and qualified:

President: Shirley Gonzalez
Vice President: Barbaro Gonzalez
Secretary: Mary Ellen Douton
Treasurer: Russell Douton

ARTICLE VIII
Incorporator

The name and address of the incorporator of the corporation is: Bruce G. Kaufmann, J.D., P.A., 11151 66th Street, North, Suite #401, Largo, FL 33773.

ARTICLE IX
Indemnification

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

ARTICLE X
By-Laws

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE XI
Amendment

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 11th day of September, 1997.

WITNESSES:

Kelly M. Laurie

Tim D. Bissonette

Bruce Kaufmann, J.D., P.A.

Bruce G. Kaufmann, J.D., P.A., as Incorporator

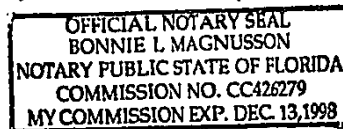
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Bruce G. Kaufmann, J.D., P.A., as Incorporator, to me well known to be the person described in and who acknowledged before me that he executed same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 11th day of September, 1997.

Bonnie L. Magnusson
Notary Public

My Commission Expires:



Acceptance of Registered Agent

IN WITNESS WHEREOF, the undersigned registered agent hereby accepts such designation on this 11th day of September, 1997.

WITNESSES:

Kelly M. Laurie
Trish Bonnette

Bruce G. Kaufmann, J.D., P.A.
Bruce G. Kaufmann, J.D., P.A.
as Registered Agent

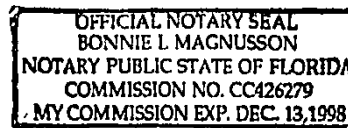
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Bruce G. Kaufmann, J.D., as Registered Agent, to me well known to be the person described in and who acknowledged before me that he executed same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 11th day of September, 1997.

Bonnie L. Magnusson
Notary Public

My Commission Expires:



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