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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SUSSMAN RESTAURANT FINANCIAL CORP.

AUDIT NUMBER.....H97000018325

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION

OF

SUSSMAN RESTAURANT FINANCIAL CORP.

The undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: Sussman Restaurant Financial Corp.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Thousand (1,000) Shares of Common Stock without par value, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

Jeffrey Sussman
1499 W Palmetto Park Road, Suite 314
Boca Raton, FL 33486

The principal mailing address of the corporation is:

1499 W Palmetto Park Road, Suite 314
Boca Raton, FL 33486

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) 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 (1). The names of the initial directors of the corporation are as follows:

Jeffrey Sussman
1499 W Palmetto Park Road
Suite 314
Boca Raton, FL 33486

Bryan Sussman
1499 W Palmetto Park Road
Suite 314
Boca Raton, FL 33486

Prepared by:
Bannie Scorbo -- Sussman Realty, Inc.
1499 W. Palmetto Park Rd Suite 314
Boca Raton, FL 33486
561-338-6398

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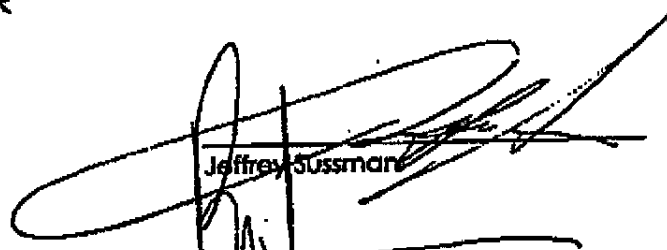

ARTICLE VII - INCORPORATIONS

The names and addresses of the incorporators signing these Articles of Incorporation are as follow:

Jeffrey Sussman
1499 W Palmetto Park Road
Suite 314
Boca Raton, FL 33486

Bryan Sussman
1499 W Palmetto Park Road
Suite 314
Boca Raton, FL 33486

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 15th day of October, 1997.


Jeffrey Sussman

Bryan Sussman

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**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF
SUSSMAN RESTAURANT FINANCIAL CORP.**

Pursuant to Florida Statutes 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

1499 W Palmetto Park Road, Suite 314
Boca Raton, FL 33486

has named:

Jeffrey Sussman

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered Agent to accept service of process for the above stated corporation at the place designated in this certification, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Jeffrey Sussman

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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