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William C. Malone, IV  
ATTORNEY AND COUNSELOR AT LAW

827 Menendez Court • Orlando, Florida 32801 • Telephone (407) 423-4040 • Telecopier (407) 423-0850

November 6, 1997

EFFECTIVE DATE  
11/15/97

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

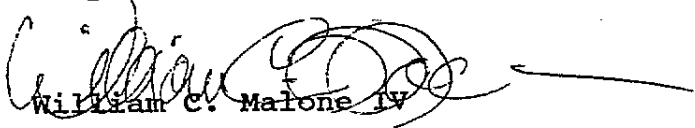
RE: MILLENNIUM FUNDING, INC.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for Millennium Funding, Inc., with a copy.

Please date stamp the copy as well as the original, and return in the envelope provided. Also enclosed is our check in the amount of \$70 to cover the filing fee.

Very truly yours,

  
William C. Malone IV

WCM/ss

Enclosures

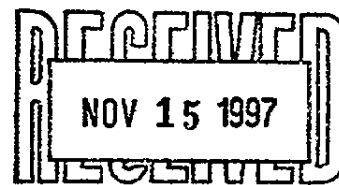
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97 NOV 21 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W97-25470



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State



November 10, 1997

WILLIAM C. MALONE, IV, ESQ.  
827 MENENDEZ CT  
ORLANDO, FL 32801

SUBJECT: MILLENIUM FUNDING, INC.  
Ref. Number: W97000025470

We have received your document for MILLENIUM FUNDING, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

You must list the corporation's principal office and/or a mailing address in the document.

ON PAGE 18, YOU CANNOT HAVE AN EXECUTION DATE OF 11/15/97 AS IT IS A FUTURE DATE. THE EXECUTION DATE MUST BE THE DATE THAT THE ARTICLES WERE SIGNED BY THE INCORPORATOR. PLEASE MAKE THE NECESSARY CHANGES. IF YOU WOULD LIKE TO USE 11/15/97 AS AN EFFECTIVE DATE, PLEASE SO STATE IN YOUR DOCUMENT.

The registered agent and street address must be consistent wherever it appears in your document.

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.

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) 487-6926.

Tracy Meyer  
Document Specialist

Letter Number: 997A00054221

EXHIBIT "B"  
ARTICLES OF INCORPORATION  
OF  
MILLENNIUM FUNDING, INC.

EFFECTIVE DATE  
11/15/97

The undersigned incorporator, does hereby form a corporation under the Business Corporation Act, and does declare:

ARTICLE I.  
NAME

The name of the Corporation shall be MILLENNIUM FUNDING, INC.

ARTICLE II.  
PURPOSES

The purposes for which this Corporation is organized are:

2.01 To engage in, conduct and carry on the business of investing and/or operating retail restaurants or acquisition of restaurant real estate and such other activities, including any and all business authorized under the Business Corporation Act.

2.02 To engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

2.03 The foregoing clauses shall be construed as purposes for which the Corporation is organized, in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific powers shall not be held to limit or restrict in any manner the powers of the Corporation other-wise granted by law.

ARTICLE III.  
AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be One Thousand (1,000) shares of common stock of the par value of One Dollar (\$1.00) per share, constituting of one class only.

ARTICLE IV.  
PRINCIPAL OFFICE, EFFECTIVE DATE, INITIAL REGISTERED AGENT

The location and street address of the principal office of the Corporation shall be: C.M.B. Realty, Inc., ATTN: Craig Bayhi, 590 Rinehart Road, Lake Mary, FL 32746. The effective date of the corporation shall be November 15, 1997.

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TALLAHASSEE, FLORIDA

ARTICLE V.  
INITIAL REGISTERED AGENT

The name of the Corporation's initial registered agent at said address shall be:

William C. Malone IV  
827 Menendez Court  
Orlando, FL 32801

ARTICLE VI.  
INITIAL BOARD OF DIRECTORS

The names and addresses of the persons who are to serve as the initial Directors until the first annual meeting of shareholders, or until successors are elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Craig M. Bayhi	590 Rinehart Road, Lake Mary, FL 32746
Andre Hickman	330 Fairbanks Avenue, Winter Park, FL 32789

ARTICLE VII.  
INCORPORATOR

The name and address of the incorporator is as follows:

William C. Malone IV  
827 Menendez Court  
Orlando, FL 32801

ARTICLE VIII.  
INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

7.01 Indemnification in Actions Arising Out of Capacity as Officer, Director, Employee or Agent. The Corporation shall indemnify any person (and the heirs, executors and administrators of any person) who is or was an officer, director, employee or agent of the Corporation (or who served at the request of the Corporation as an officer, director, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise in which the Corporation directly or indirectly holds any interest or of which the Corporation is a creditor, or in the stocks, bonds, securities or other obligations of which, it is in any way interested)(any such corporation, partnership, joint venture, trust or other entity being hereinafter referred to as a "Corporate Entity") against any and all liability and reasonable expense that may be incurred by such person in connection with or resulting from any threatened, pending or completed claim, action, suit or proceedings (whether brought by or in the right of the Corporation or such other company or otherwise), whether civil, criminal, administrative or investigative, formal or informal, or in connection with an appeal relating thereto, in which such person may become involved, as a party or otherwise, by reason of his being or having been an officer, director, shareholder or employee of the Corporation or an officer, director, employee or agent of a Corporate Entity, or by reason of any action taken or not taken by him in such capacity, whether or not he continues to be such officer, director, employee or agent at the time such liability or expense shall have been incurred, provided such person acted in good faith and, if acting in his

official capacity, in what he reasonably believed to be the best interests of the Corporation or such Corporate Entity or, if acting in a non-official capacity, he reasonably believed that his conduct was not opposed to the best interests of the Corporation or such Corporate Entity or, in any criminal action or proceeding, he had no reasonable cause to believe that his conduct was unlawful. As used herein the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines (including without limitation excise taxes assessed with respect to employee benefit plans) or penalties against, and amounts paid and settlements by or for such person. The termination of any claim, action, suit or proceeding, civil, criminal, administrative or investigative, by judgment, settlement (whether with or without court approval) or conviction shall not create a presumption that such person does not meet the standards of conduct set forth herein.

Notwithstanding the foregoing, the Corporation shall not indemnify any such person in connection with any such claim, action, suit or proceeding asserted or brought by or in the right of the Corporation in which such person is adjudged liable to the Corporation, or in connection with any other proceeding charging improper personal benefit to such person, whether or not involving action in his or her official capacity, in which such person is adjudged liable on the basis that personal benefit was improperly received such person, unless (and only to the extent that) the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

7.02 Indemnification When Successful on Merits or Otherwise. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any claim, action, suit or proceeding referred to in Section 7.01 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against reasonable expenses (including without limitation attorneys' fees) actually and reasonably incurred by such person in connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

7.03 Determination of Meeting Applicable Standard. Any indemnification under Section 7.01 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in Section 7.01 of this Article. Such determination shall be made (a) by the board of directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding; (b) if a quorum cannot be obtained under (a) above, by majority vote of a committee duly designated by the board of directors (in which designation directors who are parties may participate) consisting solely of two or more directors not at the time parties to the proceeding; (c) by special legal counsel (i) selected by the board of directors or its committee in the manner prescribed in (a) or (b) above, or (ii) if a quorum of the board of directors cannot be obtained under (a) above and a committee cannot be designated under (b) above, selected by a majority vote of the full board of directors (in which selection directors who are parties may participate); or (d) by the shareholders of the Corporation, provided that shares owned by or voted under the control of directors who are

at the time parties to the proceeding may not be voted on the determination. A majority of the shares that are entitled to vote on the transaction by virtue of not being owned by or under the control of such directors constitutes a quorum for the purpose of taking action hereunder.

7.04 Payment of Expenses in Advance of Disposition of Action. Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding referred to in Section 7.01 of this Article may be paid by the Corporation in advance of the final disposition thereof upon receipt of a written affirmation by the indemnitee of his good faith belief that the standards of conduct set forth in Section 7.01 have been met, and an undertaking by or on behalf of the indemnitee to repay such amount unless it shall ultimately be determined that he is entitled to indemnification hereunder.

7.05 Nonexclusivity of Article. The indemnification authorized in and provided by this article shall not be deemed exclusive of and shall be in addition to any other right to which those indemnified may be entitled under any statute, rule of law, provisions of articles of incorporation, by-law, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

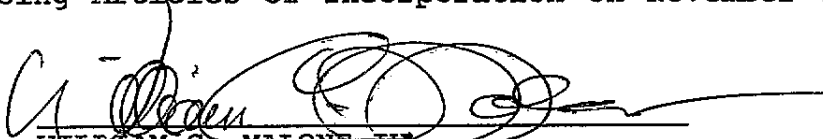
7.06 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of any Corporate Entity against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation is required or permitted to indemnify him against such liability under the provisions of this Article or any statute.

#### ARTICLE VIV. LIABILITY OF DIRECTORS

A director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director, except for (i) the amount of a financial benefit received by such director to which such director is not entitled; (ii) an intentional infliction of harm by such director on the Corporation or its shareholders; (iii) a violation of Section 10-2B-8.33 of the Code of Florida of 1975 or any successor provision to such section; (iv) an intentional violation by such director of criminal law; or (v) a breach of such director's duty of loyalty to the Corporation or its shareholders. If the Florida Business Corporation Act, or any successor statute thereto, is hereafter amended to authorize the further elimination or limitation of the liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the Florida Corporation Act, as amended, or any successor statute thereto. The limitation on liability of directors of the Corporation contained herein shall apply, except to the extent prohibited by law, to liabilities arising out of acts or omissions occurring prior to the adoption of this Article. Any repeal or modification of this Article by the shareholders of the Corporation shall be

prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time of such repeal or modification.

THE UNDERSIGNED, being the incorporators hereinabove named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, has executed the foregoing Articles of Incorporation on November 15, 1997.



WILLIAM C. MALONE IV

(Incorporator)

This instrument was prepared by:  
William C. Malone IV, PA  
827 Menendez Court  
Orlando, FL 32801

Accepted by:   
Registered Agent

**FILED**  
97 NOV 21 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA