

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Sardver Restaurant
MANAGEMENT, Inc.

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File 500002396515-0
L.C. File -01/12/98-01015-013
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

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Signature _____

Requested by: Kim

Date 1/12/98

Time 10:30

Name _____

Walk-In _____

Will Pick Up _____

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ARTICLES OF INCORPORATION
OF
GARDNER RESTAURANT MANAGEMENT, INC.

The undersigned subscribers, being the incorporators of these Articles of Incorporation, hereby form a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607 as follows:

ARTICLE I
NAME

The name of this corporation is GARDNER RESTAURANT MANAGEMENT, INC.

ARTICLE II
DURATION

This corporation shall exist perpetually.

ARTICLE III
CORPORATE PURPOSE AND POWERS

This corporation is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This corporation shall have all corporate powers enumerated in Chapter 607 mentioned above.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have is One Thousand (1,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share, which stock shall have the entire voting power of the corporation.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5 Clifford Drive, Shalimar, FL 32579, and the name of the initial registered agent at that address is Daniel C. Perri.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is one. The name and address of the person who is to serve as the initial Board of Directors is as follows:

Jerry D. Gardner
50 Kensington Lane
Destin, FL 32541

ARTICLE VII
INITIAL INCORPORATORS

The name and address of the initial incorporator of this corporation is as follows:

Jerry D. Gardner
50 Kensington Lane
Destin, FL 32541

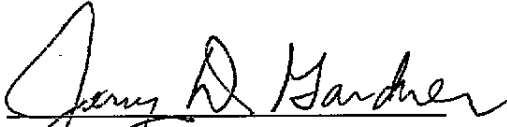
ARTICLE VIII
PRINCIPAL OFFICE ADDRESS AND MAILING ADDRESS

The principal office address of the Corporation is 50 Kensington Lane, Destin, FL 32541. The mailing address for the Corporation is 50 Kensington Lane, Destin, FL 32541.

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon. Any action of the stockholders may be taken without a meeting when consent in writing setting forth the action so taken is signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

IN WITNESS WHEREOF, the undersigned, being all of the incorporators hereinbefore named, have hereunto set their hand and seal on this the 9th day of January, 1998, for the purpose of forming a corporation to do business both within and without the State of Florida and do make and file in the Office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated above are true.

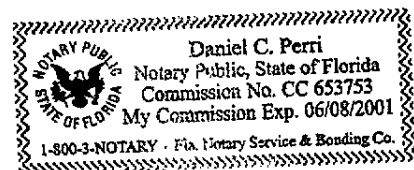

Jerry D. Gardner
Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Jerry D. Gardner, either personally know to me or has produced a valid driver's license as identification to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 9th day of January, 1998.


DANIEL C. PERRI
NOTARY PUBLIC
My Commission Expires:



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

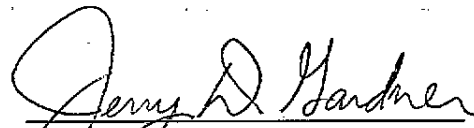
Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the corporation is GARDNER RESTAURANT MANAGEMENT, INC.

2. The address of the registered office is 5 Clifford Drive, Shalimar, FL 32579.

3. The name of the registered agent at the registered office is Daniel C. Perri.

Dated: January 09, 1998.


Jerry D. Gardner
Incorporator

Having been named as registered agent and to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: January 9th, 1998.


DANIEL C. PERRI

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