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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 719064 4352702

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pujols

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 25 PM 1:18

ORDER DATE : February 25, 1998

ORDER TIME : 10:03 AM

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ORDER NO. : 719064-005

CUSTOMER NO: 4352702

CUSTOMER: Ms. Jennifer Lukas
WILLIAMS PARKER HARRISON DIETZ
& GETZEN
200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC FILING

NAME: JMC RESTAURANTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION

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ARTICLES OF INCORPORATION
OF

JMC RESTAURANTS, INC.

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The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

JMC Restaurants, Inc.

2. Principal Office. The principal office of the Corporation is:

3174 Gulf of Mexico Drive
Longboat Key, Florida 34228

3. Mailing Address. The mailing address of the Corporation is:

3174 Gulf of Mexico Drive
Longboat Key, Florida 34228

4. Authorized Shares. The Corporation is authorized to issue 100,000 shares of common stock having a \$.01 par value per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

J. Hugh Middlebrooks, Esq.
200 South Orange Avenue
Sarasota, Florida 34236

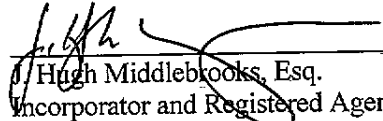
By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

7. Incorporator. The name and address of the incorporator of the Corporation is:

J. Hugh Middlebrooks, Esq.
200 South Orange Avenue
Sarasota, Florida 34236

8. Effective Date. The existence of the Corporation shall commence upon the filing of these articles by the Florida Department of State.

Dated this 24 day of February 1998.


J. Hugh Middlebrooks, Esq.
Incorporator and Registered Agent

JENNIFER L-305533.1

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