



ALAN J. BERMAN
2 Office Park Drive
Suite A
P O Box 352537
Palm Coast, FL 32135
(904) 446-1525

P9800009252

February 10, 1998

Department of State
Division of Corporations
Corporate Records Bureau
P O Box 6327
Tallahassee, Florida 32314

100002431821--3

-02/16/98--01107--003
****122.50 ****122.50

Re: Sofia's GARDEN, INC.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above-named corporation. In addition, I have enclosed a check payable to your order, in the sum of \$122.50, which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00
	<u>\$122.50</u>

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,

Alan J. Berman

AJB/j
enclosures

FILED
98 FEB 27 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

208-47-98
inf.

ARTICLES OF INCORPORATION
OF
SOFIE'S GARDEN, INC.

FILED
98 FEB 27 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE: NAME: The name of the corporation shall be SOFIE'S GARDEN, INC.

ARTICLE TWO: DURATION: The term of existence of the corporation is perpetual.

ARTICLE THREE: PURPOSE: The purpose is to engage in any activities or business permitted under the Laws of the United States and Florida; including but not limited to, the operation of a restaurant and the sale of food and beverages together with related products.

ARTICLE FOUR: CAPITAL STOCK: The corporation is authorized to issue one hundred (100) shares, all of which shall be common shares, no par value.

ARTICLE FIVE: INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial Registered Office of the corporation is 123 Blare Drive, Palm Coast, Florida 32137, and the name of the Registered Agent is ROGER L. CHRISTENSEN, of 123 Blare Drive, Palm Coast, Florida 32137.

ARTICLE SIX: INITIAL BOARD OF DIRECTORS: This corporation shall have two (2) directors initially. The number of directors may be increased or decreased, from time to time, by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

KARIM A. BIGLARI - 61 Blare Castle Drive
Palm Coast, Florida 32137

ELIZABETH BIGLARI - 61 Blare Castle Drive
Palm Coast, Florida 32137

ARTICLE SEVEN: INCORPORATOR: The incorporator of the corporation and the subscriber to these Articles of Incorporation is ROGER L. CHRISTENSEN, who resides at 123 Blare Drive, Palm Coast, Florida 32137.

ARTICLE EIGHT: BYLAWS AND ARTICLES OF INCORPORATION: The shareholders shall have the exclusive authority to formulate, approve and/or amend bylaws of the corporation and shall have the exclusive authority to formulate, approve and/or adopt these amendments to these Articles of Incorporation.

ARTICLE NINE: COMMENCEMENT OF EXISTENCE: The corporation shall be deemed to commence its existence upon the filing of these Articles in the Office of the Secretary of State of the State of Florida.

ARTICLE TEN: PRINCIPAL PLACE OF BUSINESS: The principal place of business for said corporation and the mailing address is 3468 North Oceanshore Boulevard (A1A), Flagler Beach, FL, 32136.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of February, 1998.



ROGER L. CHRISTENSEN

DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

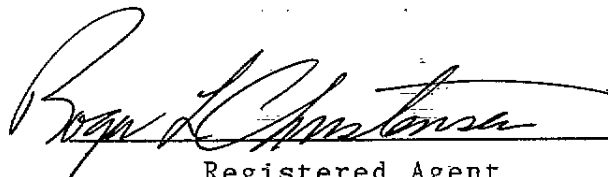
Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

SOFIE'S GARDEN, INC., desiring to organize under the laws of the State of Florida, with its initial registered office as indicated in the Articles of Incorporation, at 123 Blare Drive, Palm Coast, Florida 32137, has named ROGER L. CHRISTENSEN as its designated agent to accept service of process within the state.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office, as provided for in Florida Statutes 607.0505.

Dated this 25th day
of February, 1998.



Registered Agent
ROGER L. CHRISTENSEN

FILED
98 FEB 27 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA