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Law Office Of

JOSEPH EVANSON

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TRANSMITTAL LETTER

March 16, 1998

State of Florida
Department of State
Corporation Division
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: HIS Diner, INC.

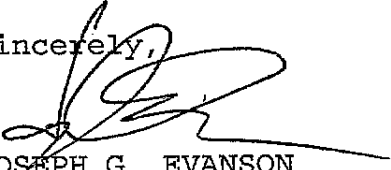
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****122.50 ****122.50

Enclosed please find the original Articles of Incorporation for the above named proposed Florida Corporation. Also enclosed is a check for the amount stated below:

<u> x </u> \$121.50	Filing Fee and Certified Copy
<u> </u> \$131.25	Filing Fee, Certified Copy and Certificate
<u> </u> \$ 70.00	Filing Fee
<u> </u> \$ 78.75	Filing Fee and Certificate

Thank you for your courtesies in this matter.

Sincerely,


JOSEPH G. EVANSON
Encl. (as stated)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QN 3-20-98

ARTICLES OF INCORPORATION

OF

HIS Diner, INC.

ARTICLE I. CORPORATE NAME

The name of this Corporation is HIS Diner, INC., and its mailing address is 14873 Mockingbird Lane E., Clearwater, Florida 33760.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having no par value.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office for this Corporation in the State of Florida shall be: JAMES DENNIS CHIAVETTA; 14873 Mockingbird Lane E., Clearwater, FL 33760. The board of directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one director(s) initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR

The name(s) and street address(es) of the initial director(s) of this Corporation is (are) JAMES DENNIS CHIAVETTA and LAURA CHIAVETTA, 14873 Mockingbird Lane E., Clearwater, FL 33760. The person(s) named as initial director(s) shall hold office for the first year of existence of this Corporation or until their successor(s) is (are) elected or appointed and have qualified,

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whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the incorporator is JAMES DENNIS CHIAVETTA 14873 Mockingbird Lane E., Clearwater, FL 33760.

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

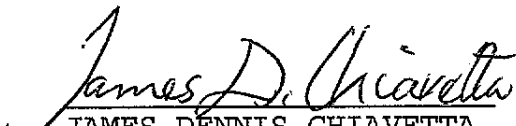
ARTICLE X. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI. INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 17 day of March, 1998.


JAMES DENNIS CHIAVETTA
INCORPORATOR


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

In compliance with Section 48.091, the following is submitted:

That HIS Diner, INC., desiring to organize under the laws of the State of Florida has named JAMES DENNIS CHIAVETTA, located at 14873 Mockingbird Lane E., Clearwater, FL 33760, as its agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


JAMES DENNIS CHIAVETTA
REGISTERED AGENT

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