

P98000026920

MAGUIRE, MORRIS & WELLS, P.A.

Attorneys at Law

REFLECTIONS ON THE RIVER, SUITE 303
1499 SOUTH HARBOR CITY BOULEVARD
MELBOURNE, FLORIDA 32901
TELEPHONE (407) 951-1776
FACSIMILE (407) 951-1849

HUBERT C. NORMILE, JR.
ANDREW S. HAMENT
PAUL R. GOUGELMAN
ERIK P. SHUMAN
JOSEPH G. COLOMBO

March 16, 1998

Division of Corporations
Secretary of State
P. O. Box 5588
Tallahassee, FL 32314

000002463440--4
-03/20/98--01061--020
****122.50 ****122.50

Re: Elrod Diners, Inc.

Dear Ladies/Gentlemen:

Enclosed for filing please find Articles of Incorporation of Elrod Diners, Inc., together with our check in the amount of \$122.50.

Please return a certified copy to the undersigned in the envelope provided for your convenience.

Thank you for your assistance.

Very truly yours,

Sandi Rowse

Sandi Rowse
Legal Assistant

Enclosures (4)

FILED
98 MAR 20 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/23/98-
T.A.

ARTICLES OF INCORPORATION

OF

ELROD DINERS, INC.

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be ELROD DINERS,

FILED
98 MAR 20 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

Principal Office

The principal office of the Corporation is located at 1675 S. John Rhodes Boulevard, Suite F, W. Melbourne, Florida, 32904, and its mailing address is 1675 S. John Rhodes Boulevard, Suite F, W. Melbourne, Florida, 32904.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 1675 S. John Rhodes Boulevard, Suite F, Melbourne, Florida, 32904. The name of the initial registered agent of the Corporation at the registered office shall be Leon Elrod.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of two (2). The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

Name	Address
Leon Elrod	1675 S. John Rhodes Boulevard Suite F Melbourne, Florida 32904
Freida Elrod	1675 S. John Rhodes Boulevard Suite F Melbourne, Florida 32904

ARTICLE VIII

Incorporator

The name and address of the incorporator of the Corporation is:

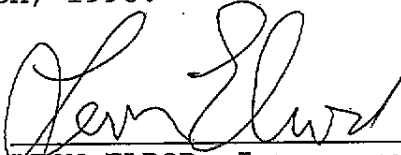
Name

Address

Leon Elrod

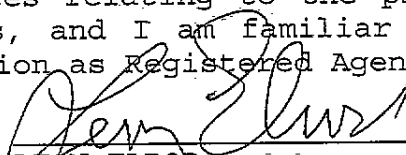
1675 S. John Rhodes Boulevard
Suite F
W. Melbourne, Florida 32904

Executed this 16TH day of March, 1998.


LEON ELROD, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


LEON ELROD
Registered Agent

Date: March 16, 1998

FILED
98 MAR 20 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA