



ATTORNEYS AT LAW

THE ANDERSEN FIRM

A PROFESSIONAL CORPORATION

MILE MARKER 0 OF U.S. 1
501 WHITEHEAD STREET
SUITE 3
KEY WEST, FL 33040-6585
TELEPHONE: 305.296.8480
FACSIMILE: 305.293.7825
TOLL FREE: 888.539.8789
E-MAIL: postmaster@taflaw.com

HISTORIC CHURCH CIRCLE
POST OFFICE DRAWER 88
KINGSPORT, TN 37662-0088
TELEPHONE: 423.378.3040
FACSIMILE: 423.378.3773
TOLL FREE: 800.378.5912
E-MAIL: postmaster@taflaw.com

HISTORIC MORGAN SQUARE
111 NORTH MAIN STREET
GREENEVILLE, TN 37743-4919
TELEPHONE: 423.636.3130
FACSIMILE: 423.636.3131
TOLL FREE: 800.378.5912
E-MAIL: postmaster@taflaw.com

April 3, 1998

VIA OVERNIGHT DELIVERY

Florida Secretary of State
409 East Gaines Street
Tallahassee, FL 32399
ATTN: Corporations Division

Re: Tripp Restaurant Group, Inc.
Articles of Incorporation

FILED
98 APR -6 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Please find enclosed for filing the Articles of Incorporation and Certificate of Designation Registered Agent/Registered Office for Tripp Restaurant Group, Inc. Also enclosed is this firm's check in the amount of \$122.50 representing the applicable filing fees. Upon filing of these documents, please send the appropriate confirmations to the attention of the undersigned.

If you should require any additional information or materials, please do not hesitate to contact the undersigned.

With kindest regards,

THE ANDERSEN FIRM
A PROFESSIONAL CORPORATION

Samuel S. Choy

SSC/as

Enclosure

cc: Paul Tripp (via U.S. mail)

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12-98

**ARTICLES OF INCORPORATION
OF
TRIPP RESTAURANT GROUP, INC.**

THE UNDERSIGNED person under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation:

1. The name of the corporation is:

Tripp Restaurant Group, Inc.

2. The complete address of the corporation's initial registered office in Florida is:

501 Whitehead Street
Key West, Florida 33040

3. The name of the initial registered agent, to be located at the address listed in paragraph 2 hereof is:

William E. Andersen, Esq.

4. The name and complete address of the Incorporator is:

Samuel S. Choy, Esq.
THE ANDERSEN FIRM
A Professional Corporation
501 Whitehead Street
Key West, Florida 33040

5. The complete address of the corporation's principal office and mailing address of this corporation is:

231 Margaret Street
Key West, Florida 33040

6. The corporation is for profit.

7. The name and complete address of each person serving as an initial director is:

Paul Tripp
231 Margaret Street
Key West, Florida 33040

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TALLAHASSEE, FLORIDA

8. The number of shares of stock that this corporation shall have outstanding at any one time is one thousand (1,000) shares having a par value of one cent (\$.01).
9. The shareholders of the corporation shall have preemptive rights.

DATED this the 3rd day of April, 1998.



Samuel S. Choy, Incorporator

tripp.rest.group.charter

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the law of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

1. The name of the Corporation is:

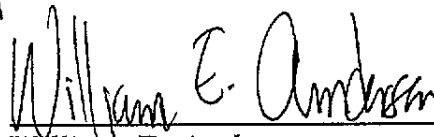
Tripp Restaurant Group, Inc.

2. The name and address of the registered agent and office is:

William E. Andersen, Esq.
THE ANDERSEN FIRM
A Professional Corporation
501 Whitehead Street
Key West, Florida 33040.

Having been named as registered agent 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.

DATED this the 3rd day of April 1998.


William E. Andersen

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA