

P980000 35004

Peter Makris
2110 Drew Street
Clearwater, FL 33765

FILED
98 APR 15 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/10/98

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

7000002489737-6
-04/15/98-01068-004
*****70.00 *****70.00

Gentlemen:

I am enclosing the Articles of Incorporation and the Certificate Designating Registered Agent / Registered Office. Also enclosed are the applicable fees for the Department of State. Please file the Articles of Incorporation as soon as possible and return the articles back to the address below:

Peter Makris
2110 Drew Street
Clearwater, FL 33765

If there are any questions, or you are having problems filing the Articles, please call me at (813) 446-0000.

Very truly Yours,



Peter Makris

F. CHESSEB APR 17 1998

ARTICLES OF INCORPORATION
OF
PARTHENON RESTAURANT & BAKERY, INC.

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

ARTICLE I. NAME

The name of the corporation shall be:

PARTHENON RESTAURANT & BAKERY, INC.

The principal place of business of this corporation shall be: 705 COURT STREET, CLEARWATER, FL 33756

The mailing address of this corporation shall be: 705 COURT STREET, CLEARWATER, FL 33756.

ARTICLE II. NATURE OF BUSINESS

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

FILED
98 APR 15 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III. CAPITAL STOCK

The maximum number of shares of that this corporation is authorized to have outstanding at any one time is 10, 000 shares of common stock have \$1.00 per value per share.

ARTICLES IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. OFFICERS DIRECTORS

This corporation is to have two directors and officers, initially. The name and street address of the initial directors and officers who shall hold office for the first year of the corporation's existence, or until their successors are elected or appointed are:

***Dimitrios Kapetanopoulos
President***

***705 Court Street
Clearwater, FL 33756***

***Tom Kapetanopoulos
Vice President***

***705 Court Street
Clearwater, FL 33756***

***George Kapetanopoulos
Secretary***

***705 Court Street
Clearwater, FL 33756***

ARTICLE VI. INCORPORATOR

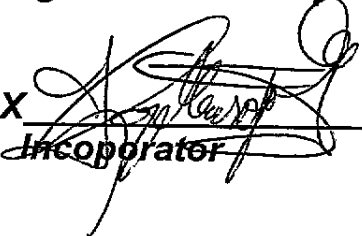
**The name and street address of the incorporator to the
Articles of Incorporation is:**

Dimitrios Kapetanopoulos

*705 Court Street
Clearwater, Fl 33756*

**IN WITNESS WHEREOF, the under signed incorporator has
executed these Articles of Incorporation this 8th day of
APRIL 1998.**

Signature of Incorporator

X 
Incorporator

STATE OF FLORIDA

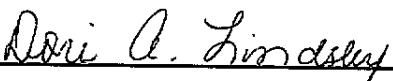
COUNTY OF PINELLAS

**THE FOREGOING instrument was acknowledged and sworn to
before me this 8 day of APRIL, 1998, by
DIMITRIOS KAPETANOPOULOS of PARTHENON RESTAURANT &
BAKERY, INC.**

Notary Public

PRODUCED FLORIDA DRIVERS

LICENSE: K135 16063328-0



My Commission Expires:



DORI A. LINDSLEY
MY COMMISSION # CC442587 EXPIRES
April 15, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is:

PARTHENON RESTAURANT & BAKERY, INC.

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

Name: *DIMITRIOS KAPETANOPOULOS*

Address: *705 COURT STREET*

City: *CLEARWATER*

State: *FLORIDA*

Zip: *33616*

SIGNATURE

(Corporate Officer)

TITLE: *PRESIDENT*

DATE: *4/8/98*

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES OF ALL STATES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

DATE: *4/8/98*

FILED
98 APR 15 AM 8:37
TALLAHASSEE, FLORIDA
SECRETARY OF STATE