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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 827727 86723A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 21, 1998

ORDER TIME : 12:12 PM

ORDER NO. : 827727-005

CUSTOMER NO: 86723A

CUSTOMER: D. William Foster, Esq
FOSTER & FOSTER

555 Fourth Street North

Saint Petersburg, FL 33701

DOMESTIC FILING

NAME: CHAMPIONS' BBQ, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

500002531725-1
-05/21/98-01081-005
****122.50 *****52.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 21 PM 3:05

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TALLAHASSEE, FL 32301

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TALLAHASSEE, FL 32301

ARTICLES OF INCORPORATION
OF
CHAMPIONS' BBQ, INC.

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DIVISION OF CORPORATIONS
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The undersigned hereby adopt these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, provisions and immunities of a corporation for profit.

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ARTICLE II - NAME

The name of the corporation shall be:

CHAMPIONS' BBQ, INC.

ARTICLE III - DURATION

The corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This corporation is organized for the following purposes: To provide and maintain restaurant, catering, and other food service facilities; to purchase, or lease, or otherwise acquire any interest in real and personal property of every kind, or character; to enter into, make, perform, and carry out

any contracts of every kind, for any lawful purpose; to sell, or lease, or mortgage, or otherwise dispose of any real or personal property it owns, or any interest therein; and in general, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description, and to engage in and transact any and all lawful businesses for which corporations may be incorporated under the laws of the State of Florida, except that it shall not conduct a banking, safe deposit, trust, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

ARTICLE V - CAPITAL STOCK

The total number of shares authorized to be issued shall be 1,000 shares of common stock with a par value of \$1.00 per share, all of one class, participating voting stock. The consideration for said stock shall be paid for in lawful money of the United States of America, or in property, services, or labor rendered at a just valuation thereof, such valuation to be fixed by the stockholders. All such shares so issued, when the consideration therefore has been paid or delivered, shall be fully paid stock, and it shall not be liable for any further calls or assessments thereon.

ARTICLE VI - PRINCIPAL OFFICE OF CORPORATION

The principal office and mailing address for the Corporation shall be 1249 - 79th Street South, St. Petersburg, Florida 33707.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 555 Fourth Street North, St. Petersburg, Florida 33701, and the name of the initial registered agent of the corporation at that address is DAVID W. FOSTER.

ARTICLE VIII - INCORPORATORS AND INITIAL STOCKHOLDERS

The names and addresses of the incorporators and initial stockholders of this corporation are:

FREDERICK FLEMING
8199 - 28th Avenue North
St. Petersburg, Florida 33710

ROGER D'EATH
1249 - 79th Street South
St. Petersburg, Florida 33707

- Secretary and Treasurer

ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - BY-LAWS


The power to adopt, alter, amend, or repeal by-laws shall be vested in the stockholders.

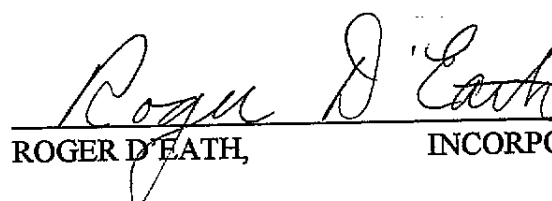
ARTICLE XIII. AMENDMENT

These Articles of Incorporation may be amended by the stockholders in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 19 day of May, 1998.


FREDERICK FLEMING, INCORPORATOR (SEAL)


IRVING S. ELLSWORTH, JR., INCORPORATOR (SEAL)


ROGER D'EATH, INCORPORATOR (SEAL)

ACCEPTANCE BY REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation beginning this 19 day of May, 1998.

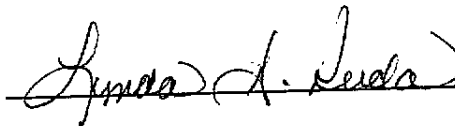
 (SEAL)
DAVID W. FOSTER, REGISTERED AGENT

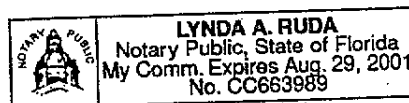
STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared **FREDERICK FLEMING, IRVING S. ELLSWORTH, JR., and ROGER D'EATH**, who are all personally known to me and known to me to be the persons described in and who executed the foregoing **ARTICLES OF INCORPORATION**, as the **Incorporators**, and **DAVID W. FOSTER**, as the **Registered Agent** of said corporation, who after being by me first duly sworn depose and says that the statements contained in said instrument are true and they acknowledged that **they** executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of May, 1998.

Notary Public: (Signature)
Name: (Print)
My Notary Stamp or Seal:
My Commission Expires:
My Commission Number:





FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 21 PM 3:06