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S. DAVID COX, Esquire

Lay Offices of
S. DAVID COX, Chartered

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INTERNATIONAL CONSULTANT:
ASIA/PACIFIC RIM
FRANK CHIANG, LLB, LLM*
(*INTERNATIONAL LAW, HARVARD)
SHANGHAI, P.R.C.

August 10, 1998

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****122.50 ****122.50

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

RE: FILING ARTICLES OF INCORPORATION FOR GAINESVILLE CHEERS, INC.

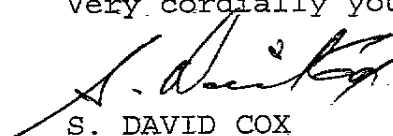
Dear Sir or Madam:

Enclosed are the original and a duplicate of the executed Articles of Incorporation for the above-named corporation. Also enclosed is our check in the amount of \$122.50 to cover your charges.

Please file the original Articles and return the copy properly certified to us. Thank you for your continued cooperation.

With kindest personal regards, I remain

Very cordially yours,



S. DAVID COX

SDC/jmm

Enclosures

FILED
98 AUG 13 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J.M. GAVE
AUTHORIZATION BY PHONE TO
CORRECT 08/15/98
DATE 8/17/98
DOC. EXAM TA

TA-8/17/98

FILED

98 AUG 13 AM 10:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

GAINESVILLE CHEERS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is GAINESVILLE CHEERS, INC.

ARTICLE II - DURATION AND COMMENCEMENT

This corporation shall have perpetual existence, commencing upon the approval by the Secretary of State.

ARTICLE III - PURPOSE

This corporation is formed for the initial purpose to open, manage, operate and franchise or license a restaurant or restaurants, but it may also engage or transact in 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 IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE V - ADDRESS

The street address of the initial registered office of the corporation shall be 5100 NW 53rd Avenue, Gainesville, Florida, 32608, and the name of the initial registered agent of the corporation at that address is NASRIN MOGHADAM, who hereby accepts the designation as Resident Agent.

The Principal office is the same location as the Registered office.



NASRIN MOGHADAM

ARTICLE VI - DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time in accordance with the corporation Bylaws, but shall never be less than two. The names and addresses of the initial directors of this corporation are:

NASRIN MOGHADAM
1316 NW 5th Avenue
Gainesville, FL 32603

Chairman

ESSY MOGHADAM
1316 NW 5th Avenue
Gainesville, FL 32603

Co-Chairman

ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation's existence or until their successors are elected or appointed in accordance with the Bylaws of this corporation are:

NASRIN MOGHADAM
1316 NW 5th Avenue
Gainesville, FL 32603

President & Treasurer

ESSY MOGHADAM
1316 NW 5th Avenue
Gainesville, FL 32603

Vice President & Secretary

ARTICLE VIII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. Upon the death or incapacity of any shareholders, first choice of purchase on a pro rata share basis (as nearly as may be done without issuance of fractional shares) is reserved to the remaining shareholders. The pro rate share of those shareholders not wishing to purchase shall be offered on a pro rata basis to those remaining shareholders who do wish to purchase those shares.

ARTICLE IX - SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

NASRIN MOGHADAM
1316 NW 5th Avenue
Gainesville, FL 32603

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this ____ day of August, 1998.



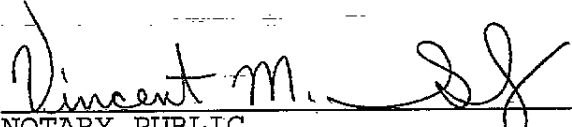
NASRIN MOGHADAM

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, an officer duly authorized in the state and county named above to take acknowledgements, personally appeared NASRIN MOGHADAM known to me to be or who proved to my satisfaction that she is the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same.

WITNESS my hand and official seal this 7th day of August, 1998.

(NOTARIAL
SEAL)



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires: 2-9-2002



VINCENT M. SLAY
COMMISSION # CC 715324
EXPIRES FEB 9, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.