

TRANSMITTAL LETTER

TO: Qualification/Registration Section
Division of Corporations

SUBJECT: Restaurant Systems, Inc.
(Name of Corporation)

Dear Sir or Madam:

The enclosed Articles of Incorporation and check are submitted to register the above referenced for profit corporation to conduct it's affairs in Florida.

Please return all correspondence concerning this matter to the following:

Marilyn Nickerson

(Name of Person)

Marilyn Nickerson
9960 Kendall Dr.
Orlando, Florida 32817

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*****85.00 *****85.00

For further information concerning this matter, please call

Marilyn Nickerson

(407) 679-3018

(Area Code and Daytime Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, Fl. 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, Fl. 32314

FILED
98 AUG 24 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

Restaurant Systems, Inc.

ARTICLE ONE

The name of the corporation is Restaurant Systems, Inc.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is 10,000,000 shares of common stock with no par value.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$0, consisting of cash.

ARTICLE SIX

The street address of its initial office is 9960 Kendall Dr., Orlando Florida. 32817

ARTICLE SEVEN

The street address of its initial registered office is 9960 Kendall Dr., The registered office is Orlando, Florida. 32817, and the name of its initial registered agent at such address is Marilyn Nickerson .

ARTICLE EIGHT

The number of directors constituting the initial board of directors is 2, and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Marilyn Nickerson
9960 Kendall Dr.
Orlando, Florida. 32817

Ray Blackman
3135 Enclave Ct.
Kissimmee, Florida. 32817

ARTICLE NINE

The Board of Directors is not empowered to make, alter or repeal the Bylaws of the Corporation without consent of the shareholders. The initial bylaws of the corporation are attached hereto and incorporated into these Articles by reference.

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.

ARTICLE ELEVEN

Each stock certificate must carry a visible statement on the face of the security noting certain transfer restrictions exist including but not limited to the following; Transfer of the Corporation's securities is subject to certain rights and options granted to Capital Genesis Corporation; Any transfer without an estoppel letter from Capital Genesis Corporation may be void.

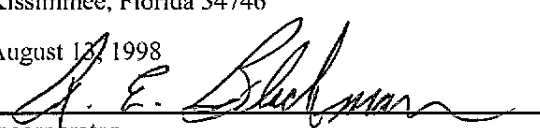
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ARTICLE TWELVE

The name and address of each incorporator is:

Ray Blackman
3135 Enclave Ct.
Kissimmee, Florida 34746

August 13, 1998


Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of Section 607.0501, 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 company is Restaurant Systems, Inc.
2. The name and address of the registered agent and office is:

Marilyn Nickerson
9960 Kendall Dr.
Orlando, Florida 32817

Signature:

Marilyn Nickerson

Title: Director

Date: August 13, 1998

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.

Signature:

Marilyn Nickerson

Date: August 13, 1998

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