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BONDURANT AND FUQUA, P.A.

ATTORNEYS AT LAW
4450 LAFAYETTE STREET
POST OFFICE BOX 1508
MARIANNA, FLORIDA 32447

FRANK E. BONDURANT
H. MATTHEW FUQUA

December 16, 1998

TELEPHONE: (850) 526-2263
FACSIMILE: (850) 526-5947

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-12/22/98--01030--004
122.50 **78.75

Re: Castillo Restaurant Group, Inc.
Articles of Incorporation

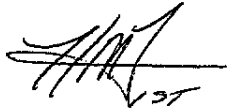
Gentlemen:

Enclosed please find the original and one copy of the Article of Incorporation for Castillo Restaurant Group, Inc., which includes the designation of resident agent. You will also find enclosed our check in the amount of \$122.50 to cover the following costs:

Filing Fees	\$ 35.00
Certified Copy of Articles	\$ 52.50
Designation of Resident Agent	\$ 35.00
TOTAL	\$122.50

Your prompt attention in this regard is greatly appreciated.

Sincerely,



H. Matthew Fuqua
For the Firm

HMF/st

Enc:

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DEC 28 1998
US

ARTICLES OF INCORPORATION
OF
CASTILLO RESTAURANT GROUP, INC.

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

ARTICLE I

NAME

The name of this corporation is Castillo Restaurant Group, Inc.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to manufacture, 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; except that it is not to conduct a banking,

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safe deposit trust, surety, express, railroad, canal, telephone, telegraph, or cemetery company, a building and loan association, fraternal benefit society, state fair nor exposition.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is 100 shares of common stock, having a par value of \$5.00 per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$250.00.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

ADDRESS

The initial post office address of the initial principal office of this corporation is 3044 Noland Street, Post Office Box 5709, Marianna, Florida 32446. The name of the initial Resident Agent in the State of Florida is H. Matthew Fuqua, Esq., whose address is 4450 Lafayette Street, Post Office Box 1508, Marianna, Florida 32447. The Board of Directors may, from time to time, move the initial registered office of the corporation to any other address in the State of Florida.

ARTICLE VII

DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS

The names and post office addresses of the members of the first Board

of Directors are:

NAME

ADDRESS

Jason Wilkie

3044 Noland Street
Post Office Box 5709
Marianna, Florida 32447

ARTICLE IX

SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation, the number of shares each agrees to take, and the value of consideration therefore, are:

<u>NAME</u>	<u>ADDRESS</u>	<u>CONSIDERATION</u>	<u>SHARES</u>
Jason Wilkie	3044 Noland St. Marianna, FL 32446	\$250.00	50

ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders and approved at a stockholders' meeting by majority of the stock then entitled to vote thereon, unless the directors and the stockholders sign a written statement manifesting their intention that a

certain amendment to these Articles of Incorporation be made.

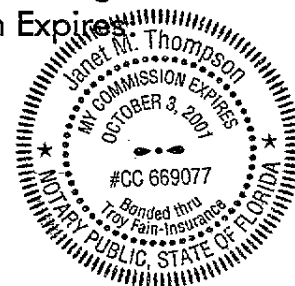
Jason D. Wilkie
JASON WILKIE

STATE OF FLORIDA
COUNTY OF JACKSON:

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared Jason Wilkie, to me known to be the person described in and who executed the foregoing Articles of Incorporation as a SUBSCRIBER, and he acknowledged before me that he subscribed to those Articles of Incorporation.

SWORN TO AND SUBSCRIBED BEFORE ME, this the 16th day of December, 1998, by Jason Wilkie, who (✓) is personally known to me or () produced a valid Florida Drivers License as identification, and who did take an oath.

Janet M. Thompson
JANET M. Thompson
NOTARY PUBLIC
State of Florida at Large
My Commission Expires



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act.

FIRST - That Castillo Restaurant Group, Inc., desiring to be organized under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Marianna, Jackson County, Florida, has named H. Matthew Fuqua, Esq., whose street address is 4450 Lafayette Street, Marianna, Florida 32446, and whose mailing address is Post Office Box 1508, Marianna, Florida 32447, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-styled corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act to relative keeping open said office.



H. Matthew Fuqua, Esq.
Bondurant & Fuqua, P. A.
4450 Lafayette Street
Post Office Box 1508
Marianna, Florida 32447
(850) 526-2263
FL BAR NO. 0451101

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