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ERNEST M. JONES, JR., ESQ.

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Tele: 941-680-1019

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February 2, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Pinky's Enterprises Inc.

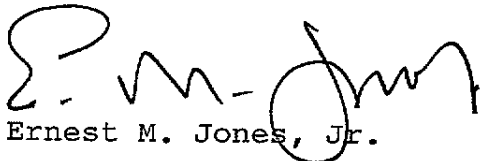
Dear Sir:

Enclosed are the Articles of Incorporation regarding the above corporation to be filed and one copy to be returned to me.

Further enclosed is my check in the sum of \$70.00, representing the following:

Filing Fee	\$ 35.00
Filing of Registered Agent	35.00

Sincerely,


Ernest M. Jones, Jr.

EMJ/mc

Enclosures

c: Lacinda M. Ferguson

FILED
99 FEB - 4 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AUTHORIZATION BY PHONE TO
CORRECT Cap & Name
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PINKY'S ENTERPRISES INC.

ARTICLE I - NAME

The name of this corporation is Pinky's Enterprises Inc. and the business address of this corporation is 4836 Highway 92 East, Lakeland, Florida, 33801.

ARTICLE II - PURPOSE

This corporation is organized for the following purposes: restaurant and any other lawful business.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is: 1958 E. Edgewood Drive, Lakeland, Florida, 33803, and the name of the initial registered agent of this corporation at that address is: Ernest M. Jones, Jr., Esquire

Article VI - INITIAL BOARD OF DIRECTORS

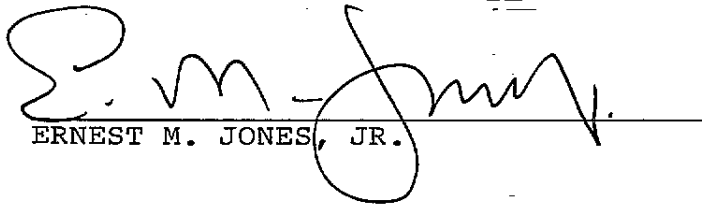
This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws. The name(s) and address(es) of the initial director(s) of this corporation are:

Lacinda M. Ferguson
1235 Old Dixie Highway
Auburndale, Florida 33823

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Ernest M. Jones, Jr., Equire, 1958 E. Edgewood Drive, Lakeland, Florida, 33803.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this the 2nd day of February, 1999.

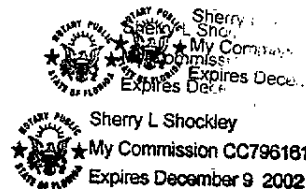

ERNEST M. JONES, JR.

STATE OF FLORIDA
COUNTY OF POLK

I hereby certify that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Ernest M. Jones, Jr. whose signature is being notarized, who is personally known to me, and who acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

Witness my hand and official seal at Lakeland, Polk County, Florida, this the 2nd day of February, 1999.


NOTARY PUBLIC



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

THAT PINKY'S INC.

WITH ITS PLACE OF BUSINESS AT LAKELAND, FLORIDADA

HAS NAMED ERNEST M. JONES, JR., ESQUIRE

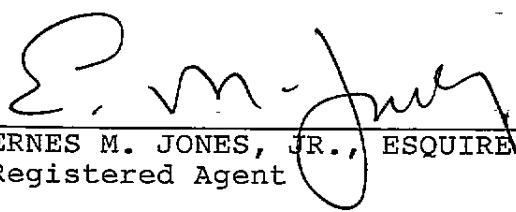
LOCATED AT 1958 E. EDGEWOOD DRIVE

CITY OF LAKELAND, STATE OF FLORIDA, COUNTY OF POLK

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

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 RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE
DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Date: 2/2/99



ERNES M. JONES, JR., ESQUIRE
Registered Agent

FILED
99 FEB -4 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA