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February 10, 1999

OF COUNSEL:
CHARLES F. DUDLEY

GOVERNMENTAL CONSULTANTS:
PATRICK R. MALOY
AMY J. YOUNG

P99000013070

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Articles of Incorporations for Family Grille, Inc.

900002771559--9
-02/10/99--01053--019
*****70.00 *****70.00


Dear Secretary of State:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00 for the filing fee regarding the following corporation:

Family Grille, Inc.
1015 SE 47th Terrace
Cape Coral, Florida 33904
(941) 549-9555

Thank you for your assistance and please feel free to contact us should you have any questions or concerns.

Sincerely,


Zana Conliffe
Legal Secretary

call when ready

/zc
Enclosures

FILED
99 FEB 10 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATION

99 FEB 10 AM 11:40

RECEIVED

T. SMITH FEB 10 1999

**ARTICLES OF INCORPORATION
OF
FAMILY GRILLE, INC.**

**ARTICLE I
NAME**

The name of the corporation is FAMILY GRILLE, INC.

**ARTICLE II
DURATION**

The corporate existence shall commence on the date of filing, and the duration of the corporation shall be perpetual.

**ARTICLE III
ADDRESS**

The principal office of the corporation in the State of Florida shall be located at:

1015 SE 47th Terrace
Cape Coral. Florida 33904

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The address of its initial registered office and agent shall be:

Sheila Koelber
1015 SE 47th Terrace
Cape Coral. Florida 33904

FILED
99 FEB 10 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Act of Florida. The corporation shall be authorized to conduct its business or hold property in any part of the United States and its possessions and foreign countries.

ARTICLE VI
CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 100 shares, each share having \$1.00 par value. The corporation, in the discretion and upon resolution of the Board of Directors, may at any time and from time to time issue and dispose of any of the authorized and unissued shares of stock of the corporation and may create optional rights to purchase or subscribe for shares of stock of the corporation. Such stock may be issued and disposed of for such kind and amount of consideration and to such persons, friends, and corporations, and such optional rights may be created, at once or other evidence of such rights issued, on such terms, at such prices, and in such manner as may be determined by resolution adopted by the Board of Directors, subject to any provision of law then applicable.

ARTICLE VII
INCORPORATION

The name and mailing address of the incorporator is as follows:

Sheila Koelber
1015 SE 47th Terrace
Cape Coral, Florida 33904

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but in no event shall be less than one. The name and address of the initial board of directors is:

Sheila Koelber
1015 SE 47th Terrace
Cape Coral, Florida 33904

ARTICLE IX
INDEMNIFICATION

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

ARTICLE X
AMENDMENT AND BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered, in the manner provided in the bylaws of the corporation, to make, alter, amend and repeal the bylaws of the corporation in any respect not inconsistent with the laws of the State of Florida or with the Articles of Incorporation.


In addition to the powers and authorities hereinbefore or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the laws of the State of Florida, these Articles of Incorporation and the bylaws of the corporation.

Whenever the vote of stockholders at a meeting thereof is required or permitted to be taken for or in connection with any corporate action, the action may be taken with the written consent of the holders of a majority of the stock, or a greater percentage where

required by statute; provided that prompt notice must be given to all stockholders of the taking of corporate action without a meeting.

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein granted are subject to these reservations.

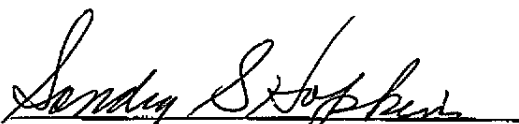
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.


Sheila Koelber

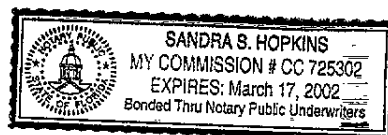
STATE OF FLORIDA

COUNTY OF Lee

The foregoing instrument was acknowledged before me this 9 day of February, 1999, by Sheila Koelber, who is personally known to me or who produced PERSONAL KNOWA (type of identification) and who did (did not) take an oath.


Notary Public

Sandra S. Hopkins
Printed, Typed or Stamped



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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FAMILY GRILLE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1015 SE 47th Terrace, and its registered office at 1015 SE 47th Terrace, has named Sheila Koelber as its agent to accept service of process within Florida.

Signature: Sheila Koelber

Title: Director/Incorporator

Date: Feb 9, 1999

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.

Signature: Sheila Koelber

Title: Resident Agent

Date: Feb 9, 1999

FILED
99 FEB 10 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA