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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4001

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Account Name : FAS-T CORP. AGENTS, INC.
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

BUST-AGRUB RESTAURANT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BUST-A-GRUB RESTAURANT, INC.
a Florida Corporation

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I
CORPORATE NAME

The name of this Corporation is:

BUST-A-GRUB RESTAURANT, INC.
c/o Barth Satuloff, CPA
9495 Sunset Drive, Suite B-275
Miami, Florida 33173

ARTICLE II
NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 1,000 shares of one class of common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV
PREEMPTIVE RIGHTS

All shareholders of the Corporation shall be vested with full preemptive rights.

Prepared By: Barth Satuloff
9495 Sunset Dr. Ste B-275
Miami, FL 33173 (305)595-4695

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ARTICLE V
EXISTENCE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Corporation shall have a perpetual existence, unless sooner dissolved according to law.

ARTICLE VI
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: BARTH SATULOFF, C.P.A.
INITIAL REGISTERED OFFICE: 9495 SUNSET DRIVE
SUITE B-275
MIAMI, FLORIDA 33173

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

BARTH SATULOFF, CPA
REGISTERED AGENT

By:  CPA
Barth Satuloff, CPA

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is one (1). The number of directors may be increased or decreased from time to time, by the By-laws adopted by the shareholders, but shall never be less than one (1) nor more than seven (7).

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ARTICLE VIII
INITIAL DIRECTORS

The name and address of the members of the initial Board of Directors are:

HECTOR L. CAMACHO
C/O Barth Satuloff, C.P.A.
9495 Sunset Drive, Suite B-275
Miami, Florida 33173

ARTICLE IX
CUMULATIVE VOTING FOR DIRECTORS

At all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a singular director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE X
INCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation is:

Barth Satuloff, CPA
9495 Sunset Drive
Suite B-275
Miami, Florida 33173

ARTICLE XI
AMENDMENT OF ARTICLES

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation this 16TH day of FEBRUARY, 1999.

Barth Satuloff, CPA
Barth Satuloff, CPA
Incorporator

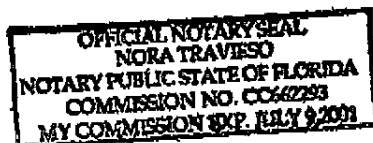
STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, an officer duly qualified to administer oaths and take acknowledgments in the State and County aforesaid, personally appeared BARTH SATULOFF, CPA, to me known to be the incorporator described in and who executed the foregoing Articles of Incorporation, and he duly acknowledged to me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in Miami, Miami-Dade County, Florida, this 16th day of February, 1999.

Nora Travieso
Notary Public, State of Florida at Large

Seal



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TALLAHASSEE, FLORIDA