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Martin B. Farber

ATTORNEY AND COUNSELOR AT LAW

5820 MAIN STREET - SUITE 506
WILLIAMSVILLE, N.Y. 14221-5734
TELEPHONE (716) 633-7300
TELECOPIER (716) 633-7311

March 29, 1999

Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: CCI of St. Augustine, Inc.

Dear Sir or Madam:

800002830082-9
-04/06/99-01007-010
****131.25 ****87.50

Enclosed is the original and two (2) copies of the articles of incorporation for the above named corporation, and a check in the amount of \$131.25, for the filing fee, certified copy and certificate for the corporation.

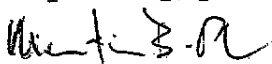
Please contact the undersigned if any additional information is required for the incorporation of this corporation.

Please send the certified copy and the certificate for each corporation to:

Martin B. Farber
5820 Main Street
Williamsville, New York 14221
716-633-7300

Thank you for your cooperation.

Very truly yours,


Martin B. Farber

99-20170.95

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DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
CCI OF ST. AUGUSTINE, INC.

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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: CCI OF ST. AUGUSTINE, INC.

The address of the principal office of this corporation shall be: 4225 Genesee Street, Buffalo, New York 14225, and the mailing address of the corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS

The business activities of this corporation are limited to the development and operation of one or more T.G.I. Friday's Restaurants.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock. Any transfer or conveyance of shares in this corporation is limited by Sections 14.02 and 14.03 of a Franchise Agreement with TGI Friday's Inc., a New York corporation.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be: 2499 Glades Road, Suite 106, Boca Raton, Florida 33431, and the name of the initial registered agent of the corporation at that address is Nat Siegel.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE V - TERM OF EXISTENCE

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This corporation is to exist perpetually.

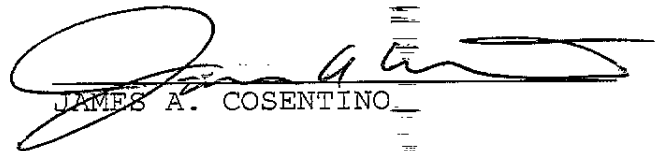
ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is James Cosentino, 4225 Genesee Street, Buffalo, New York 14225.

ARTICLE VII - COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall commence corporate existence on the day and year when these Articles are filed.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this day of March, 1999.


JAMES A. COSENTINO

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

NAT SIEGEL, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


NAT SIEGEL