

P99000040589

LAW OFFICE OF
TERRY J. FORMAN
1521 S.W. LEJEUNE ROAD
P.O. BOX 14-1156
CORAL GABLES, FL 33114-1156

TERRY J. FORMAN

TELEPHONE (305) 443-7318
FACSIMILE (305) 444-9119

April 29, 1999

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

700002858867--4
-04/30/99-01110-012
122.50 **78.75

VIA FEDERAL EXPRESS # 8121 1434 3223

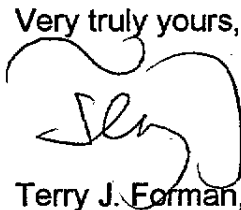
RE: TWO GUYS FOOD SERVICES, INC.
DJY MANAGEMENT, INC.

Dear Sir or Madam,

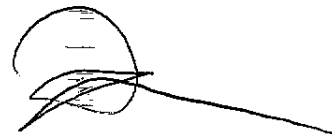
Enclosed for your attention please find Articles of Incorporation for the above 2 corporations, together with 2 separate checks for \$122.50, covering filing fees for each.

Thank you for your prompt attention to this matter.

Very truly yours,



Terry J. Forman, Esq.



Encl.
TJF:wp

99 APR 30 AM 10:44

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

R. Purinton MAY - 5 1999

ARTICLES OF INCORPORATION
OF
TWO GUYS FOOD SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 30 AM 10:45

ARTICLE I.

The name of this Corporation is:

Two Guys Food Services, Inc.

ARTICLE II.

This Corporation shall exist in perpetuity commencing on April 29, 1999.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida. It is the stated intention of the Corporation to own and operate franchised food operations.

ARTICLE IV.

This Corporation is authorized to issue 500,000 shares of \$1.00 par value common stock, which shall be designated as "Common Shares." The Corporation is also authorized to issue 10,000 shares of \$100.00 par value 8% cumulative preferred stock, which shall be designated as "Preferred Shares". Each share of the Preferred Shares shall be entitled to receive an 8% preferential return in the form of dividends, prior to sharing remaining dividends payable to the Common Shares.

ARTICLE V.

SECTION I.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation, the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares. Prior to such liquidation, however, the Preferred Shares shall be converted to Common Shares, at a ratio of one share of preferred stock being converted to one hundred shares of common stock.

SECTION II: VOTING RIGHTS

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI.

The street address of the principal place of business of this Corporation is:

6890 SW 88th Street, Suite B-403
Miami, Florida 33156

and the name and address of the initial registered office and agent of this Corporation is:

TERRY J. FORMAN
1521 SW LeJeune Road
Coral Gables, Florida 33134

ARTICLE VII.

This Corporation shall have One (1) Director(s) initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial Directors of this Corporation are:

DIRECTOR

Martin Luytjes
6890 SW 88th Street, Suite B-403
Miami, Florida 33156

ARTICLE VIII.

The names and addresses of the initial officers of this corporation shall be as follows:

PRESIDENT / SECRETARY

Martin Luytjes
6890 SW 88th Street, Suite B-403
Miami, Florida

ARTICLE IX.

The name and address of the incorporator who is signing these Articles of Incorporation is:


TERRY J. FORMAN
1521 SW LeJeune Road
Coral Gables, Florida 33134

ARTICLE X.

AMENDMENT:

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29 day of April, 1999.


TERRY J. FORMAN, Subscriber

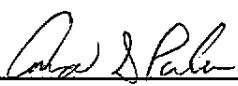
STATE OF FLORIDA }
COUNTY OF MIAMI-DADE }

BEFORE ME, the undersigned authority, personally appeared Terry J. Forman, who is personally known to me, and who being first duly sworn deposes and states on oath that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 29th day of April, 1999, in the County and State aforesaid.



"OFFICIAL SEAL"
Andrew S. Parker
My Commission Expires 1/7/2000
Commission #CC522969



Andrew S. Parker
Notary Public, State of Florida
at Large

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 48.091 and 607.0501(3), Florida Statutes, the following is submitted:

First that, **TWO GUYS FOOD SERVICES, INC.**, desiring to organize or qualify under the laws of the state of Florida, with its principal place of business, located at 6890 SW 88th Street, Suite B-403, Miami, Florida 33156, has named **TERRY J. FORMAN**, whose address is 1521 SW LeJeune Road, Coral Gables, Florida 33134, as its agent to accept service of process within Florida.

DATED: April 29, 1999

By: 
Terry J. Forman, Subscriber

Having been named to accept service of process for **TWO GUYS FOOD SERVICES, INC.**, at the place designated in this certificate, I hereby agree to act in this capacity, and I am familiar with and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: April 29, 1999

By: 
Terry J. Forman, Subscriber

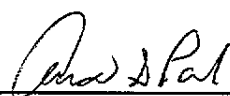
STATE OF FLORIDA }
COUNTY OF MIAMI-DADE }

BEFORE ME, the undersigned authority, personally appeared Terry J. Forman, who is personally known to me, who being first duly sworn deposes and states on oath that he executed the foregoing instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 29th day of April, 1999, in the County and State aforesaid.



"OFFICIAL SEAL"
Andrew S. Parker
My Commission Expires 1/7/2000
Commission #CC522969


Andrew S. Parker
Notary Public, State of Florida
at Large