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TRANSMITTAL LETTER

FILED
99 JUL 26 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Secretary of State
State of Florida
Division of Corporation
PO Box 6327
Tallahassee, FL 32314

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-07/26/99--01058--018
*****78.75 *****78.75

Sir/Madam;

Attached is the Articles of Incorporation for David's Diner, Inc. Please register the organization and return the articles to:

David J. Laos
1164 NE 209 TERRACE
MIAMI, FL 33179

RECEIVED JUL 30 1999

A check for \$78.75 for filling fee, registered agent designation and certified copy is enclosed.

Should you need to contact me, my phone number is (305) 999-9224.

Sincerely,

David J. Laos

David J. Laos
Registered Agent

Dear Sir or Madam
If you have any
question please call
my wife at

305 652 4899 She
will answer any
question you may
have or she will
contact me immediately.

Please you

ARTICLES OF INCORPORATION

OF

David's Diner, Inc.

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TALLAHASSEE, FLORIDA

The UNDERSIGNED has executed this document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida. All rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to determine in accordance with the laws of the State of Florida.

ARTICLE I – CORPORATE NAME

The name of the corporation is David's Diner, Inc.

ARTICLE II – NATURE OF BUSINESS AND POWERS

This business is a restaurant. The general nature of the business is to prepare and sell food to the general public, as such to engage in any retail business permitted under the laws of the state of Florida that is related to food preparation and sale.

ARTICLE III – CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE IV – TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE V – REGISTERED AGENT AND INTIAL REGISTERED OFFICE

The registered agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be: David J. Laos, 9450 NE 2nd Avenue, Miami Shores, Fl 33138,

ARTICLE VI – BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased and subsequently diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII – INTIAL DIRECTOR

The name of the initial director of the Corporation and his street address is David J. Laos, 1164 NE 209th terrace, Miami, Fl 33179.

The person named as initial director shall hold office as President of the Corporation until additional directors are named. The directors will then elect successors, to the Presidency, for one-year periods.

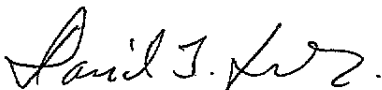
ARTICLE VIII – CORPORATE ADDRESS

The corporate address of the corporation shall be 9450 NE 2nd Avenue, Miami Shores, Fl 33138.

ARTICLE IX – INCORPORATORS

The name and street address of the person signing these Articles of Incorporation as the Incorporator is David J. Laos of 1164 NE 209th Terrace, Miami, Fl 33179.

The undersigned has executed these Articles of Incorporation this 21st day of July, 1999.

A handwritten signature in black ink, appearing to read "David J. Laos", with a stylized flourish at the end.

David J. Laos
President & Registered Agent

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is David's Diner, Inc.
2. The name and address of the registered agent and office is

David J. Laos
1164 NE 209th Terrace
Miami, Fl 33179

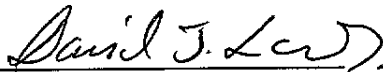
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TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS TO ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



David J. Laos

DATE:

July 21, 1999