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99 JUL 29 PM 3: 58

TALLAHASSEE, FLORIDA

Peter Makris
2110 Drew Street
Clearwater, FI 33765

7/27/99

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*****70.00 *****70.00

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FI 32314

Gentlemen:

I am enclosing the Articles of Incorporation and the Certificate Designating Registered Agent / Registered Office. Also enclosed are the applicable fees for the Department of State. Please file the Articles of Incorporation as soon as possible and return the articles back to the address below:

Peter Makris
2110 Drew Street
Clearwater, FI 33765

If there are any questions, or you are having Articles, please call me at (727) 446-0000.

Very truly Yours,



Peter Makris

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check spelling
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D. BROWN AUG - 4 1999

ARTICLES OF INCORPORATION
OF
ANGELLINO'S RESTAURANT OF PALM HARBOR, INC.

FILED
99 JUL 29 PM 3:58
CLERK OF CIRCUIT COURT
PALM BEACH, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

ANGELLINO'S RESTAURANT OF PALM HARBOR, INC.

The principal place of business of this corporation shall be: 33180 U.S. HWY. 19 NORTH, PALM HARBOR, FLORIDA 34683 .

The mailing address of this corporation shall be 33180 U.S. HWY. 19 NORTH, PALM HARBOR, FLORIDA 34683

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of that this corporation is authorized to have outstanding at any one time is 10, 000 shares of common stock have \$1.00 per value per share.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. OFFICERS DIRECTORS

This corporation is to have three directors and three officers, initially. The names and street addresses of the initial directors and officers who shall hold office for the first year of the corporation's existence, or until their successors are elected or appointed are:

**George Barlas
President**

**1016 Tradewinds Drive.
Tarpon Springs, FL 34689**

**Frank Druzas
Vice President**

**104 Mercury Avenue South
Clearwater, FL 33765**

**Lee Barlas
Secretary**

**1016 Tradewinds Drive.
Tarpon Springs, FL 34689**

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to the Articles of Incorporation is:

George Barlas

**1016 Tradewinds Drive.
Tarpon Springs, FL 3468**

IN WITNESS WHEREOF, the under signed incorporator has executed these Articles of Incorporation this 27 day of JULY 1999.


Signature of Incorporator

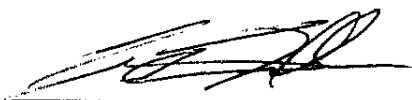

Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledged and sworn to before me this 27 day of JULY, 1999, by GEORGE BARLAS of ANGELLINO'S RESTAURANT OF PALM HARBOR, INC.

Notary Public

 Peter Makris
Commission # CC 749025
Expires June 7, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.



My Commission Expires: 6/7/2002

CERTIFICATE DESIGNATING
REGISTERED AGENT / REGISTERED OFFICE

FILED
99 JUL 29 PM 3:58
TALLAHASSEE, FLORIDA

Pursuant to the provision of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is:

ANGELLINO'S RESTAURANT OF PALM HARBOR, INC.

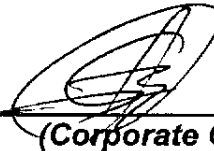
2. The name and address of the registered agent and office is:

Name: GEORGE BARLAS

Address: 1016 TRADEWINDS DRIVE

City: TARPON SPRINGS, State: FLORIDA Zip: 34689

SIGNATURE _____



(Corporate Officer)

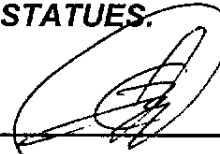
TITLE: PRESIDENT

DATE: _____

7/27/99

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 OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE _____



DATE: _____

7/27/99