

99000079028

TRANSMITTAL MEMORANDUM

TO: FLORIDA DEPARTMENT OF STATE
CORPORATIONS DIVISION
P. O. BOX 6327
TALLAHASSEE, FL 32314

DATE: August 31, 1999

RE: Sciasica Restaurants, Inc.

FILE NO. W-49,664

DOCUMENTS OR PAPERS LISTED BELOW ARE ENCLOSED:

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-08/16/99--01106--013
*****78.75 *****78.75

1. ORIGINAL AND ONE COPY OF ARTICLES OF INCORPORATION;
2. COPY OF YOUR AUGUST 23, 1999 LETTER;
3. SELF-ADDRESSED STAMPED RETURN ENVELOPE.

PLEASE TAKE THE FOLLOWING ACTION:

PLEASE FILE THE ARTICLES OF INCORPORATION, (SHOWING OUR NEW SELECTED NAME) STAMP THE COPY PROVIDED AND RETURN TO US IN THE ENCLOSED ENVELOPE.

PER YOUR LETTER, IT IS OUR UNDERSTANDING THAT THE FILING FEE ALREADY SENT TO YOUR WILL BE USED TO FILE THIS NEWLY SELECTED NAME.

THANK YOU.

STENSTROM, McINTOSH, COLBERT, WHIGHAM & SIMMONS, P.A.
Attorneys at Law
Post Office Box 4848
Sanford, Florida 32772-4848
Telephone: (407) 322-2171
Orlando: (407) 834-5119
FAX: (407) 330-2379

/s/ FRANK C. WHIGHAM

FRANK C. WHIGHAM, ESQUIRE

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FILED
99 SEP 3 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

789,2544,2551,2550
2550-19479

D. BROWN SEP - 3 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 23, 1999

FRANK C. WHIGHAM, ESQ.
POST OFFICE BOX 4848
SANFORD, FL 32772-4848

SUBJECT: K. M. S. ENTERPRISES, INC.
Ref. Number: W99000019479

We have received your document for K. M. S. ENTERPRISES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 499A00042275

ARTICLES OF INCORPORATION
OF
SCIASCIA RESTAURANTS, INC.

FILED
99 SEP -3 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is SCIASCIA RESTAURANTS, INC.,
located at 1960 Chathamoor Dr., Orlando, FL 32835.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing with the
filing of these Articles of Incorporation by the Florida Department
of State pursuant to the laws of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting
any and all lawful business which corporations may conduct pursuant
to the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common
stock at \$1.00 par value, which shall be designated "Common
Shares".

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial registered office of this
corporation is 1960 Chathamoor Dr., Orlando FL 32835, and the name
of the initial Registered Agent of this corporation located at that
address is CHARLES W. SCIASCIA.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

CHARLES W. SCIASCIA 1960 Chathamoor Dr.
Orlando, FL 32835

ARTICLE VII - INCORPORATOR

The name and address of the persons signing these Articles are:

CHARLES W. SCIASCIA 1960 Chathamoor Dr.
Orlando, FL 32835

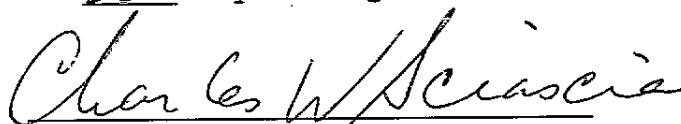
ARTICLE VIII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX - AMENDMENT

This 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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 30 day of August, 1999.

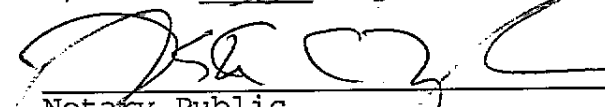

CHARLES W. SCIASCIA

STATE OF FLORIDA)
COUNTY OF SEMINOLE)

The foregoing instrument was acknowledged before me by CHARLES W. SCIASCIA, personally known to me, this 30 day of August, 1999.

(Affix Notary Seal)




Notary Public

Print Name: Frank C. Whigham

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:**

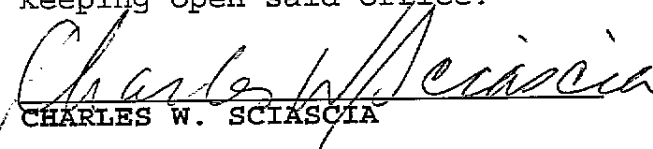
SCIASCIA RESTAURANTS, INC.

In pursuance to Chapter §48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That **SCIASCIA RESTAURANTS, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1960 Chathamoor Dr., Orlando, FL 32835 has named CHARLES W. SCIASCIA located at 1960 Chathamoor Dr., Orlando, County of Orange, State of Florida 32835, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above entitled corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


CHARLES W. SCIASCIA

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