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CORPORATION(S) NAME

Ribeze Joe's Inc

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ARTICLES OF INCORPORATION
OF
RIBEYE JOE'S INC.

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

FIRST: The name of the corporation is: Ribeye Joe's Inc.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: Pines Plaza, 506 South Pines Ave., Ocala, FL 34474

THIRD: The number of shares the corporation is authorized to issue is: 10,000

FOURTH: The street address of the initial registered office of the corporation is c/o Dawn Burrell, Pines Plaza, 506 South Pines Ave., Ocala, FL 34474.

FIFTH: The names of addresses of the persons who are to serve as initial directors are:

Joe Burrell, 993 Grameta Lane, Lillington, NC 27546

Ira Adelman, 303 Halton Rd., Dewitt, NY 15224

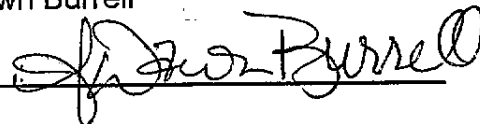
SIXTH: The name and address of each incorporator is: Joe Burrell, 993 Grameta Lane, Lillington, NC 27564


Signature of Incorporator

9/2/1999
Date

Dawn Burrell is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

Dawn Burrell

By 

Date 9-2-1999

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