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LAW OFFICE

JOHN J. KABBOORD, JR.

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OF COUNSEL
F. PALMER WILLIAMS

SUITE 801
1980 N. ATLANTIC AVENUE
COCOA BEACH, FLORIDA 32931

October 25, 1999

VIA UPS OVERNIGHT DELIVERY

Secretary of State
DIVISION OF CORPORATIONS
409 E. Gaines Street
Tallahassee, Florida 32399

500003025155--2
-10/26/99--01041--007
122.50 **78.75

Re: Articles of Incorporation for
T.K.K. OF PORT ST. JOHN, INC.

Dear Sir:

Enclosed is the original and one copy of Articles of Incorporation for expedited filing, together with check in the amount of \$122.50 to cover the necessary filing fees as follows:

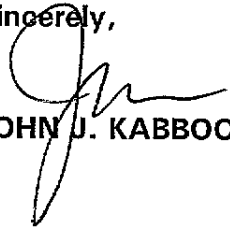
Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Designation Registered Agent	\$ 35.00
TOTAL:	\$122.50

We would appreciate it if you could please fax to our office a copy of the "filed" Articles, as time is of the essence in this matter.

Your assistance is appreciated and should you have any questions, please do not hesitate to contact this office.

Sincerely,

JOHN J. KABBOORD, JR.



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 OCT 26 PM 12:27

FILED

JJKjr:dhb
Enclosures
cc w/encls: Ted Kyriakoulis
C:\WP7\CORPS\Filing.Ltr

A. Howell OCT 27 1999

FILED

1999 OCT 26 PM 12: 27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

T.K.K. OF PORT ST. JOHN, INC.

**ARTICLE I
NAME**

The name of this corporation is T.K.K. OF PORT ST. JOHN, INC..

**ARTICLE II
DURATION**

This corporation shall have a perpetual existence commencing upon the filing hereof as provided by Florida Statutes, of these Articles of Incorporation by the Department of State.

**ARTICLE III
PURPOSE**

The nature of the business or purposes to be conducted or promoted are: To conduct, operate, own, and lease a restaurant/pizza business, and all other associated and incidental processes thereto. Further, this corporation shall be authorized to engage in any lawful act or activity for which any corporation may be organized under the laws of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

**ARTICLE V
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
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT**

The mailing address and the address of the initial registered principal office of this corporation is 6811 N. U.S. Hwy. 1, Cocoa, Florida 32952 and the name of the initial registered agent of this corporation at that address is THEODORE KYRIAKOULIS.

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director 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. The name and address of the initial Director of this corporation is:

NAME:

ADDRESS:

THEODORE KYRIAKOULIS

**6811 N. U.S. Hwy.1
Port St. John, Florida 32952**

**ARTICLE IX
INCORPORATOR**

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

NAME:	ADDRESS
THEODORE KYRIAKOULIS	6811 N. U.S. Hwy. 1 Port St. John, Florida 32952

**ARTICLE X
BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XI
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XII
COMPENSATION OF DIRECTORS**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

**ARTICLE XII
INDEMNIFICATION**

This corporation shall, to the fullest extent permitted by Florida law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Statute from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Statute, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled to under any Bylaw, agreement, vote of stockholders, or disinterested directors, or otherwise, both as to action in his official

capacity and as to action in another capacity while holding such officer, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**ARTICLE XIV
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 the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of October, 1999.

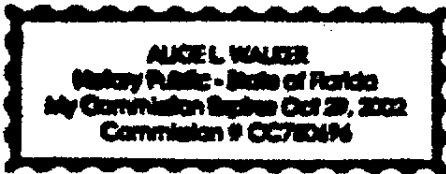


THEODORE KYRIAKOULIS

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared THEODORE KYRIAKOULIS known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation, and produced Florida driver's license as identification and did take an oath.

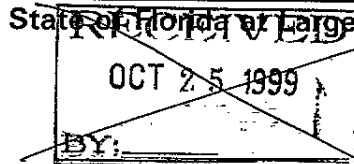
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 25th day of October, 1999.



My Commission Expires:

NOTARY PUBLIC:

Sign: 
Print: Alice L. Walker



FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

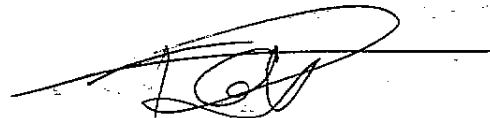
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

T.K.K. OF PORT ST. JOHN, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Port St. John, County of Brevard, State of Florida, has named THEODORE KYRIAKOULIS as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the 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.



THEODORE KYRIAKOULIS