



LAW OFFICES OF
STADLER & HARRIS, P.A.

Richard E. Stadler
John M. Harris
Elizabeth Siano Harris
Of Counsel

P99000104476

Secretary of State
Corporate Division
The Capital
Tallahassee, Florida 32304

Re: Articles of Incorporation
LITTLE GEM DINER, INC.

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-11/28/99--01147--003
*****78.75 *****78.75

Gentlemen:

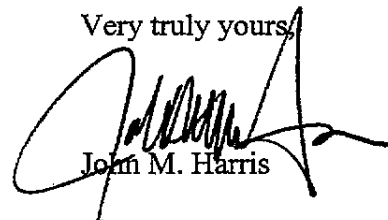
Enclosed please find an original and a copy of Articles of Incorporation for Little Gem Diner, Inc. In addition, our firm check in the amount of \$78.75 is enclosed to cover the following fees:

Filing Fee	\$35.00
Certified Copy	\$ 8.75
Registered Agent Fee	<u>\$35.00</u>
TOTAL	\$78.75

Please file the original Articles of Incorporation and return a certified copy to the undersigned in the enclosed envelope.

Thank you for your assistance in this matter. If you have any questions please do not hesitate to call.

Very truly yours,


John M. Harris

JMH/nlj

Enclosure

TITUSVILLE
1820 Garden Street
Titusville, Florida 32796
Ph. 407-264-8800

Fax 407-264-0010
E-Mail 71774.1630@compuserve.com

NEW SMYRNA BEACH
212 Palmetto Street
New Smyrna Beach, Florida 32168
Ph. 904-424-9909
T. SMITH DEC 02 1999

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99 NOV 29 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LITTLE GEM DINER, INC.

The undersigned hereby subscribes to these Articles of Incorporation and executes same for the purpose becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I – NAME

The name of the Corporation shall be LITTLE GEM DINER, INC.

ARTICLE II – DURATION

The corporation shall have perpetual existence commencing on the filing of these Articles with the Secretary of State of the State of Florida.

ARTICLE III – PRINCIPAL OFFICE

The principal office of the corporation is 1631 State Avenue, Holly Hill, Florida 32117.
The mailing address for the corporation is the same.

ARTICLE IV – PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE V – CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock which shall be designated "common shares".

ARTICLE VI – INITIAL DIRECTOR

The corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the by-laws, but shall never be less than one. The name and address of the initial directors are as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Christopher Glenn Willis

1631 State Avenue
Holly Hill, Florida 32117

Daniel R. Gallini

629 Daytona Avenue
Holly Hill, Florida 32117

ARTICLE VII – INCORPORATIONS

The name and address of the initial incorporator of this corporation is as follows:

Christopher Glenn Willis

1631 State Avenue
Holly Hill, Florida 32117

ARTICLE VIII – REGISTERED AGENT

The name and street address of the initial registered agent and office of this corporation is as follows:

JOHN M. HARRIS, ESQUIRE

1820 Garden Street
Titusville, Florida 32796

ARTICLE IX – INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE X – BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the board of directors and shareholders of the corporation.

ARTICLE XI – AMENDMENT

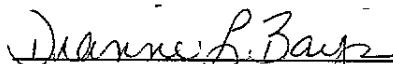
The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19 day of November, 1999.


CHRISTOPHER GLENN WILLIS

STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, personally appeared CHRISTOPHER GLENN WILLIS who is personally known to me or who produced a Florida Driver's License for identification, and who took an oath and executed the foregoing ARTICLES OF INCORPORATION and acknowledged before me that he executed the same, for the purposes therein expressed, this 19th day of November, 1999.


Notary Public, State of Florida
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated corporation at the place as registered agent and agree to act in this capacity. I further agree to comply with the provisions of 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.


DATE: 11-19-99

STATE OF FLORIDA)
COUNTY OF BREVARD)


JOHN M. HARRIS, ESQUIRE

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TALLAHASSEE, FL
SECRETARY OF STATE

BEFORE ME, the undersigned authority, personally appeared JOHN M. HARRIS who is personally known to me or who produced a Florida Driver's License for identification, and who took an oath and executed the foregoing ACCEPTANCE OF REGISTERED AGENT, and acknowledged before me that he executed the same, for the purposes therein expressed, this 19th day of November, 1999.


Notary Public, State of Florida
My Commission Expires:

