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December 13, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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-12/21/99--01038--011
****122.50 *****78.75

Re: Articles of Incorporation Lucky Dill Burger Grill, Inc.

To whom it may concern:

Enclosed please find an original and 1 copy of the above-described articles to be recorded.
Please send a certified copy of the same. The appropriate fees are enclosed.

Sincerely,


Tom H. Billiris

THB/cjs
Enclosure

FILED
99 DEC 21 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. Rolfe DEC 21 1999

W99-28635

Articles of Incorporation
of
LUCKY DILL BURGER GRILL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article One: Name

The name of this corporation is LUCKY DILL BURGER GRILL, INC.

Article Two: Purposes

The purpose for which this corporation is formed is to engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

Article Three: Registered Office; Registered Agent

The address of the initial registered office of the corporation is 5714 Casino Drive, Holiday, Pasco County, Florida 34690, and the name of its initial registered agent at such address is JASON GILCHRIST MITOW.

Article Four: Principal Office

The business address of the corporation's principal office is 35236 U.S. Hwy 19 N., Palm Harbor, Florida 34684.

Article Five: Duration

The period of this corporation's duration is perpetual.

Article Six: Directors

(a) The number of directors constituting the initial board of directors is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Address
Jason Gilchrist Mitow,	5714 Casino Drive, Holiday, Florida 34690.
Kimberly Mitow	606 S. Mayo St., Crystal Beach, Fl. 34681

(b) The number of directors of the corporation set forth in Clause (a) of this Article shall constitute the authorized number of directors until changed by an amendment of articles of incorporation or by a bylaw duly adopted by the vote or written consent of the holders of a majority of the then outstanding shares of stock in the corporation.

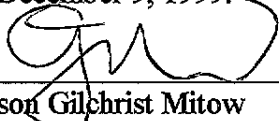
Article Seven: Incorporators

The names and addresses of the incorporators are:

Name	Address
Jason Gilchrist Mitow	5714 Casino Drive, Holiday, Florida 34690.
Kimberly Mitow	606 S. Mayo St. Crystal Beach, Fl. 34681

Article Eight: Capitalization

The total number of shares of all classes of stock which the corporation shall have authority to issue is 1,000 shares of common stock at \$0.00 par value each. This Article can be amended only by the vote or written consent of the holders of 51% of the outstanding shares. For the purpose of forming a corporation under the laws of Florida, we, the undersigned, have personally executed these articles of incorporation on December 9, 1999.



Jason Gilchrist Mitow
Incorporator

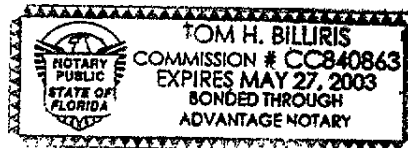
State of Florida)
County of Pinellas)

The foregoing instrument was acknowledged before me this 9th day of December, 1999, by JASON GILCHRIST MITOW who is personally known to me or who has produced _____ as identification and who did take an oath.

Notary Public



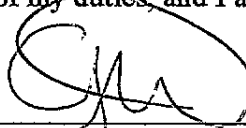
My Commission Expires:



Acceptance of Duties By Registered Agent of LUCKY DILL BURGER GRILL, INC.

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I hereby accept the appointment 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.

Dated: December 9, 1999.



Jason Gilchrist Mitow
Registered Agent
LUCKY DILL BURGER GRILL,
INC.

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99 DEC 21 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA