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RICHARD MELLMAN
ATTORNEY AT LAW

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Reply to: P.O. Box 2922
Gainesville, FL 32602

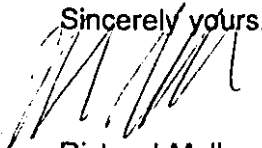
August 16, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: THE BREAKFAST CLUB OF GAINESVILLE INC.,

Dear Reader:

Enclosed is an original and one copy of the articles of incorporation and a check for \$78.75 for the filing fee and Certificate. My address and daytime telephone number are listed above. Please contact me if there are any questions or mail the certificate and receipt to me at the above address.

Sincerely yours,

Richard Mellman
For the Firm

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RM:sm
Encl.

Handwritten initials and number: 8-22-96

ARTICLES OF INCORPORATION
OF
THE BREAKFAST CLUB OF GAINESVILLE, INC.

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The undersigned incorporator hereby forms a corporation under Chapter 617 of the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be: THE BREAKFAST CLUB OF GAINESVILLE, INC.

ARTICLE II ADDRESS

The address of the principle office of this corporation shall be 3463 NW 13th Street Gainesville, Florida 32609, and the mailing address of the corporation shall be the same.

ARTICLE III PURPOSE

This corporation may engage or transact in any or all lawful business permitted under the laws of the United States, the State of Florida or any other state, country or territory. In addition to the above the purpose of the corporation shall be to promote business on a referral basis, by encouraging members to do business with other club members when ever possible. No pecuniary gain is contemplated by the corporation.

ARTICLE IV ELECTION OF DIRECTORS

The manner in which directors shall be elected is by election of the general membership at the second meeting in December of each year the directors to begin office on January 1, of the next year. The election process shall be set out in the

bylaws.

ARTICLE V LIMITATION OF CORPORATE POWERS

The corporation powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows.

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is: Julie A Johnson 3463 NW 13th Street Gainesville, Florida 32609.

ARTICLE VII INCORPORATORS

The name(s) and the street address(es) of the incorporators for these articles of incorporation is(are):

Suzzane Barrett 4460 SW 35th Terrace #309
Gainesville, Fl 32608 Pres.

William Morris 4400 NW 36th Avenue
Gainesville, Fl 32606 V.P.

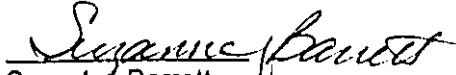
Linda Jensen 3921 SW 77th Street
Gainesville, Fl 32608 Sec.

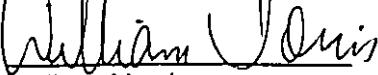
Levin Gaston 1220 NW 8th Street
Gainesville, Fl 32601 Treas.

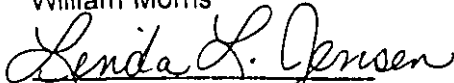
Mike Smith 1311 NE 31st Avenue
Gainesville, Fl 32609 Membership Dir.


The undersigned incorporator(s) has (have) executed these Articles of Incorporation
this 16th day of AUGUST 1996

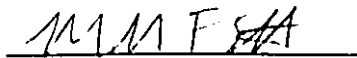
Signatures of Incorporator(s):


Suzanne Barrett


William Morris


Linda Jensen


Levin Gaston


Mike Smith

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Sandra B. Mortham, Secretary of State

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE FOR ALIEN BUSINESS ORGANIZATION OR FOREIGN CORPORATION

PURSUANT TO SECTION 607.0505, FLORIDA STATUTES, THE UNDERSIGNED ALIEN BUSINESS ORGANIZATION OR FOREIGN CORPORATION SUBMITS THE FOLLOWING STATEMENT IN ORDER TO DESIGNATE ITS REGISTERED AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA:

- 1. THE BREAKFAST CLUB OF GAINESVILLE, Inc.
(Name of alien business organization or foreign corporation)
- 2. STATE OF FLORIDA
(State or country under which entity is organized)
- 3. _____
(FEID Number, if applicable)
- 4. 3463 N.W. 13th STREET, GAINESVILLE, FL 32609-2172
(Principal office address)

5. Name and Florida street address of registered agent:
JULIE A. JOHNSON
3463 N.W. 13th STREET
GAINESVILLE, FL 32609-2172

6. The street address of the registered office and the street address of the business office of the registered agent are identical.

7. Suzanne Barrett
(Signature of chairman, vice chairman, or officer)

8. Suzanne Barrett President
(Name and capacity of person signing in number 7 above)

9. Signature of registered agent:
I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of section 607.0505, Florida Statutes.

Julie A. Johnson
(Registered agent accepting appointment)

8/9/96
(Date)

THE FILING OF THIS ALIEN BUSINESS ORGANIZATION FORM WITH THE FLORIDA DEPARTMENT OF STATE DOES NOT AUTHORIZE THE ABOVE REFERENCED ENTITY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

FILING FEE \$35

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314