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April 18, 2002

Secretary of State
Division of Corporations
The Capitol Building
P. O. Box 6327
Tallahassee, FL 32314

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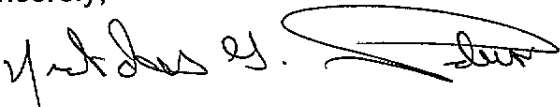
RE: *Articles of Incorporation of The Breakfast Place, Inc.*

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation of *The Breakfast Place, Inc.* Also enclosed is a check in the amount of \$87.50 for the filing fee (\$78.75) and one certified copy (\$8.75) to be returned to me in the enclosed, self-addressed stamped envelope.

Thank you for your attention to this matter. Should you have any questions, please do not hesitate to contact me.

Sincerely,



NICKOLAS G. PETERSEN
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Enclosures: a/s

R. GHESSER APR 26

ARTICLES OF INCORPORATION
OF
THE BREAKFAST PLACE, INC.

The undersigned natural persons, at least eighteen (18) years of age, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is The Breakfast Place, Inc.

ARTICLE II

This corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE III

The purposes for which the corporation is organized is for a restaurant.

This corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

This corporation is authorized to issue Seven Thousand Five Hundred (7500) shares, all of which shall be common shares with a par value of ONE DOLLAR (\$1.00).

ARTICLE V

If the holder of any share or shares of the stock of this corporation desires to dispose of the same of any part thereof, he shall not transfer or otherwise dispose of the same to any person unless and until he has first given the corporation the right to purchase said stock at book value or in the event the holder of said stock has a valid offer by a third

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party who is not a stockholder, then the corporation may purchase such stock provided the corporation is willing to pay same amount as Seller's best offer. Said notice shall be given in writing by the person desiring to dispose of such stock to the corporation and the corporation shall have fifteen (15) days in which to exercise its right to purchase. In the event that the corporation fails to exercise its right to purchase, such holder of any share or shares of the capital stock desiring to dispose of the same to any person unless and until he has first given the stockholders of the corporation the right to purchase the same as herein provided. The stockholder so desiring to dispose of all or any part of his stock shall give written notice of such desire to each of the other stockholders of the corporation at their addresses as shown on the books of the corporation. stating the number of shares he desires to sell. Each of the other stockholders shall be entitled to purchase an equal amount of the stock so offered for sale at book value unless there is a valid offer for the stock. In that event, the price shall be that of the valid offer. The stockholder shall then be entitled to purchase the stock provided the stockholder is willing to pay same amount as Seller's best offer within fifteen (15) days after the service of such notice upon the last stockholder to be served. In the event that one or more of the stockholders does not desire to purchase his share of the stock offered for sale, his or their right to purchase shall inure to the benefit of the remaining other stockholders. In such notice to exercise their option to purchase the stock offered for sale, the other stockholders shall state the amount of such stock which they desire to purchase; and upon receipt of such notice of intention to purchase, the stockholder offering the stock for sale shall forthwith sell, assign, transfer and set over his share of stock to the stockholder or stockholders to whom the shares are

so transferred in the proportionate amount requested by each, and the stockholders to whom the shares are so transferred shall at the same time pay to the Seller as and for the purchase price thereof all sums agreed to.

In the event that any one of the other stockholders desires to exercise his option to purchase as provided herein, such other stockholder shall have the right to purchase the entire amount of stock offered for sale. In the event that two of the other stockholders elect to purchase only a portion of the stock to which he is entitled, the remaining other stockholders shall have the right to purchase the balance of the stock to which he is entitled.

In the event that neither the corporation nor any of the stockholders elect to purchase such stock offered for sale, the holder thereof may sell and transfer the same within three (3) months from the date of giving such notice to such person at such price as he may see fit. Said person or persons acquiring the same shall in his or their turn, hold such stock again subject to all the terms and conditions herein contained. If such sale shall be made again without giving notice and offering to the corporation and the other stockholders as herein provided.

ARTICLE VI

The street address of the initial registered office of this corporation shall be:

108 Navajo Trace
Crestview, FL 32536

and the name of the initial registered agent of this corporation at that address is:

Samuel Waters

The principal place of business shall be located at 789 N. Beal Parkway, Fort Walton Beach, FL 325487.

ARTICLE VII

Any action of the stockholders of this corporation may be taken without a meeting if consent in writing, setting forth entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as a unanimous vote of the stockholders.

ARTICLE VIII

The corporate existence shall commence on the filing date.

ARTICLE IX

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

ARTICLE X

Members of the Board of Directors may participate in (special) meetings of the Board of Directors by means of conference telephone as provided by law, but (regular) meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XI

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

ARTICLE XII

This corporation shall have three (3) 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 (1). The names and addresses of the initial directors of this corporation are as follows:

Samuel Waters
108 Navajo Trace
Crestview, FL 32536

Sun C. Harlow
847 Overbrook Drive
Fort Walton Beach, FL 32547

Chong Strang
703 Russell Boulevard
Fort Walton Beach, FL 32547

ARTICLE XIII

This corporation via the Board of Directors reserves the right to amend or repeal any provision(s) contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV

The names and addresses of the persons signing these Articles of Incorporation are as follows:

Samuel Waters
108 Navajo Trace
Crestview, FL 32536

Sun C. Harlow
847 Overbrook Drive
Fort Walton Beach, FL 32547

Chong Strang
703 Russell Boulevard
Fort Walton Beach, FL 32547

IN WITNESS WHEREOF, we have subscribed our names this _____ day of April, 2002.

Samuel Waters
SAMUEL WATERS

Sun C Harlow
SUN C. HARLOW

Chong Strang
CHONG STRANG

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgments, personally appeared **SAMUEL WATERS** (✓) to me personally known or () having produced _____ as identification; **SUN C. HARLOW** (✓) to me personally known or () having produced _____ as identification; and **CHONG STRANG** (✓) to me personally known or () having produced _____ as identification, to be the persons described as Subscribers in and who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they subscribed the same for the purposes therein expressed.

WITNESS my hand and official seal this 17th day of April, 2002.



Nickolas G. Petersen
MY COMMISSION # CC827353 EXPIRES
May 20, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Nickolas G. Petersen
NOTARY PUBLIC
State of Florida

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

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - That The Breakfast Place, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 789 N. Beal Parkway, Fort Walton Beach, Okaloosa County, Florida has named Samuel Waters located at 108 Navajo Trace, Crestview, FL 32536 as its agent to accept service of process within this State.

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.



SAMUEL WATERS

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