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203 SUITE B MAIN STREET • WHITESBURG, KENTUCKY 41858
PHONE (606) 633-1616 • FAX (606) 633-3280
EMAIL: asherlaw@kih.net

December 22, 2003

Glenda E. Hood Florida Secretary of State Registration Section Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

RE: OLD DOMINION RESTAURANTS, INC.: CERTIFICATE OF DOMESTICATION

Dear Madam;

Enclosed herewith please find original and one copy of the Certificate of Domestication, as well as a certified copy of Articles of Incorporation for the above referenced corporation.

I have enclosed a check in the amount of \$137.50 in payment of fees associated with this matter.

Should anything further be needed, please feel free to contact the undersigned.

Sincerely,

James D. Asher

JDA/ms

Enclosures

TRANSMITTAL LETTER

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

SUBJECT:	OLD DOMINION RESTAURANTS, INC.		
Enclosed is an	original and one (1) copy of the Certificate	e of Domestication a	and a check for:
FEES:			-
Article	icate of Domestication es of Incorporation and Certified Copy to domesticate and file	\$50.00 <u>\$78.75</u> \$128.75	03 DEC 26 SECRETARY TALLAHASSE
OPTIONAL:			OF S
Certif	icate of Status	\$ 8.75	I I: 39 STATE LORIDA
FRON	1: OLD DOMINION RESTAURANTS, INC. Name (printed or	· typed)	
625 MEMORIAL DRIVE, SUITE 301 Address			
	HAZARD, KENTUCKY 41858 City, State &	Zin	
	606-436-0736	Σiγ	
	Daytime Telephone	e number	· · · · · · · · · · · · · · · · · · ·

CERTIFICATE OF DOMESTICATION

The undersigned, THERESA JO	HNSON	PRESIDENT	r		
, , , , , , , , , , , , , , , , , , , ,	(Name)	··	(Title)		-
of OLD DOMINION RESTAURA	ANTS, INC.	<u>., p., _ ;**</u>	a foreign cor	poration,	
in accordance with s. 607.1801.	•	reby certify:			
1. The date on which corporat	ion was first formed was	SEPTEMBER 8		997	<i>-</i> .
2. The jurisdiction where the a	bove named corporation	was first formed,	incorporated, or o	otherwise	
came into being was <u>COM</u>	MONWEALTH OF KENTU	CKY .	<u> </u>	<u>·</u>	
3. The name of the corporation	n immediately prior to the	e filing of this Cer	tificate of Domes	tication	
was OLD DOMINION RESTA	AURANTS, INC.			·•	, ·; ··· -\$.
4. The name of the corporation	n, as set forth in its article	s of incorporation	n, to be filed purs	uant to	
s. 607.0202 and 607.0401 v	vith this certificate is OL	DOMINION RES	TAURANTS, INC.		
		<u> </u>	<u> : </u>	<u></u> •	
5. The jurisdiction that constit administration of the corpor immediately before the filin COMMONWEALTH OF KEN	ration, or any other equivers of the Certificate of Do	alent jurisdiction			i e veges <u>e</u>
6. Attached are Florida article to s. 607.1801.	s of incorporation to com	plete the domestic	cation requiremen	its pursuant	
I am PRESIDENT , of	OLD DOMINION RESTA	URANTS, INC.	<u> </u>		: • •
and am authorized to sign this	Certificate of Domesticati	on on behalf of th	ne corporation and	i have done	
so this the day of _DECE	EMBER	<u> </u>	, 2003	<u></u> •	
	(Authorized Sig	nature)			ng di√ Se emili
	(Tuthorized Sig				
	Filing Fee	:	Ø50.00	→	
	e of Domestication Incorporation and Cer	tified Copy	\$50.00 \$78.75	O3 AEC	
	mesticate and file		\$128.75	三	-

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ARTICLES OF INCORPORATION

IN COMPLIANCE WITH CHAPTER 607, F.S.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE:
OLD DOMINION RESTAURANTS, INC.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS/MAILING ADDRESS IS: 4476 LEGENDARY DRIVE DESTIN, FLORIDA 32541

SECRETARY OF STATE

<u> ARTICLE III PURPOSE</u>

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED:
TO ENGAGE IN ANY AND ALL LAWFUL BUSINESS AS ALLOWED UNDER THE LAWS OF THE STATE OF
FLORIDA, AND MORE SPECIFICALLY, TO OWN, LEASE OR SUBLEASE AND OR MANAGE
RESTAURANTS AND FOOD ESTABLISHMENTS.

ARTICLE IV SHARES

THE NUMBER OF SHARES OF STOCK IS: 1000

ARTICLE V INITIAL DIRECTORS AND/ OR OFFICERS

THE NAME(S) AND ADDRESS(ES) AND SPECIFIC TITLES:

THERESA JOHNSON- 4476 LEGENDARY DRIVE, DESTIN, FLORIDA 32541

BRIAN SIVORI- RT 2 BOX 14, DANVILLE, WV 25053

BRUCE BRACE- 620 MOOREFIELD PARK DR. # 112, RICHMOND, VA 23236

MARTY JOHNSON-4476 LEGENDARY DRIVE, DESTIN, FLORIDA 32541

SECRETARY

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND FLORIDA STREET ADDRESS OF THE REGISTERED AGENT IS:

THERESA JOHNSON 4476 LEGENDARY DRIVE DESTIN, FLORIDA 32541

ARTICLE VII INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR IS: JAMES D. ASHER 203 MAIN STREET, SUITE B WHITESBURG, KY 41858

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

Signature/Registered Agent

Signature Incorporator

12/19/03

12/19/03

Date