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WALTER G. BULLINGTON, JR., ESQUIRE

628 Stone Drive
Brandon, Florida 33510
(813) 661-4388

FILED

99 OCT 25 PM 1:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 21, 1999

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

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*****78.75 *****78.75

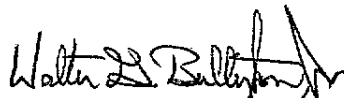
Re: William's Restaurant Ventures, Inc.

Dear Sir or Madame:

Enclosed is the original and one copy of the Articles of Incorporation for William's Restaurant Ventures, Inc. These articles are submitted to your office for filing. Also, enclosed is a check in the amount of \$78.75 to cover the filing fee, registered agent fee and the certified copy fee.

If these Articles of Incorporation are acceptable for filing, please return a certified copy to me at the address listed above. Thank you for your assistance in this matter.

Sincerely,


Walter G. Bullington, Jr.

Enclosures

PH 10/26/99 ✓

**ARTICLES OF INCORPORATION
OF
William's Restaurant Ventures, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE ONE - NAME

The name of this corporation is William's Restaurant Ventures, Inc.

ARTICLE TWO - DURATION

This corporation shall exist perpetually.

ARTICLE THREE - PURPOSE

This corporation is organized and incorporated for the purpose of carrying on any and all lawful business.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of one dollar (\$1.00) par value common stock.

ARTICLE FIVE - CORPORATION'S PRINCIPAL OFFICE

The principal office of the corporation shall be 1136 94th Avenue North, St. Petersburg, Florida 33702. The mailing address of the corporation is the same.

ARTICLE SIX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 628 Stone Drive, Brandon, Florida 33510, and the name of the initial registered agent of this corporation at that address is Walter G. Bullington, Jr., Esq.

ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial directors of this corporation are:

John M. Williams, Jr.

6916 North Thatcher Avenue
Tampa, Florida 33614

ARTICLE EIGHT - INCORPORATORS

The name and address of the persons signing these articles are:

Walter G. Bullington, Jr., Esq.

628 Stone Drive
Brandon, Florida 33510

ARTICLE NINE - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE TEN - PREEMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase of subscribe for, at the par value thereof, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE ELEVEN - STOCKHOLDERS' MEETING

The presence at any stockholders' meeting, in person or by proxy, of persons entitled to vote fifty-one percent (51%) of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business.

The affirmative vote of sixty-six and two thirds (66-2/3%) of the shares represented at a meeting at which a quorum is present shall be the act of the stockholders.

The following actions shall require the affirmative vote or written consent of the holders of at least sixty-six and two thirds (66-2/3%) of all shares issued and outstanding:

(1) Amendment of these articles of incorporation to increase or decrease

the authorized number of, or to change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the classes of stock, or to create any new class or classes of stock; or

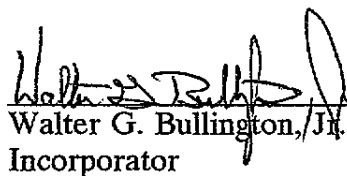
(2) Merger or consolidation with or into any other corporation other than a corporation wholly owned or controlled by the corporation, or the sale, lease, conveyance, exchange, transfer, or other disposition of all or substantially all of the property and assets of the corporation, or the voluntary dissolution, liquidation, or winding up of the corporation.

The affirmative vote of sixty-six and two thirds (66-2/3%) of the shares of the corporation represented at a meeting at which a quorum is present shall be required to amend these articles so as to increase or decrease the authorized number or, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the corporation with or into any other corporation or sell, lease, or convey all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

ARTICLE TWELVE - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this restriction.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 22nd day of October 1999.



Walter G. Bullington, Jr., Esq.
Incorporator

STATE OF FLORIDA
COUNTY OF ~~HILLSBOROUGH~~ MANATEE

The foregoing Articles of Incorporation were acknowledged before me this 22nd day of October 1999 by Walter G. Bullington, Jr., Esq., who is personally known to me or who has produced FDL# B452907573300 as identification.

Angela K Williams
Notary Signature



Angela K. Williams
MY COMMISSION # CC810741 EXPIRES
February 21, 2003
BONDED THRU TROY FARM INSURANCE, INC.

Printed or Stamped Notary Name

NOTARY PUBLIC - STATE OF FLORIDA

Serial No. CC 810741

My Commission expires 2-21-2003

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
FOR William's Restaurant Ventures, Inc.

THIS IS TO CERTIFY that I, Walter G. Bullington, Jr., Esq., do hereby accept this designation as Registered Agent for William's Restaurant Ventures, Inc. Further, that the registered office for William's Restaurant Ventures, Inc. shall be maintained at 628 Stone Drive, Brandon, Florida 33510.

Walter G. Bullington, Jr.

Walter G. Bullington, Jr., Esq.
As Registered Agent for
William's Restaurant Ventures, Inc.

Date: 10-22-99