

CAPITAL CONNECTION, INC.

417 ... inia Street, Suite 1 • Tallahassee, Florida 32302
(850) 222-1222 • Fax (850) 222-1222

P99000106639

Kiffney's, Inc.

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

- Art of Inc. File *Cert.*
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

FILED
99 DEC -9 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 DEC -9 PM 12:29
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CB
12-9-99
5

Signature _____

Requested by: *LM* *12/8* *10:40*
Name Date Time

Walk-In _____ Will Pick Up _____

**ARTICLES OF INCORPORATION
OF
KIFFNEY'S, INC.**

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation is **KIFFNEY'S, INC.**

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

The corporation shall have authority to issue 100 shares all of one class, \$1.00 par value.

ARTICLE V

The address of the principal office and mailing address of the corporation is:

P.O. Box 1100, Key Largo, FL 33037

ARTICLE VI

The address of its initial registered office is :

102900 Overseas Highway, Suite 2, Key Largo, FL 33037

and the name of its initial registered agent at said address is:

Thomas Kiffney

P.O. Box 1100, Key Largo, FL 33037

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SECRETARY OF STATE

ARTICLE VII

The initial board of directors shall consist of one director, whose name and address is:

Thomas Kiffney, P.O. Box 1100, Key Largo, FL 33037

ARTICLE VIII

The name and address of the incorporator is:

Thomas Kiffney, P.O. Box 1100, Key Largo, FL 33037

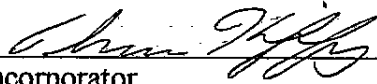
ARTICLE IX

Preemptive Rights shall be as follows:

1. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.
2. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.
3. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.
4. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

ARTICLE X

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.


Incorporator

Dated: 12-6-99

STATE OF FLORIDA

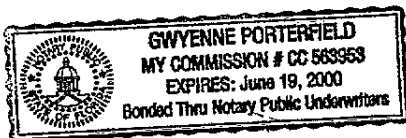
COUNTY OF MONROE

Before me, the undersigned authority, personally appeared Thomas Kiffney, who is personally known to me or who has produced personally known as identification and is well known to be the person described in and who subscribed the above article of incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Key Largo, in said County and State this 6th day of December, 1999.


NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:



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

The following is submitted pursuant to and in compliance with Sections 48.091 and 706.034,
Florida Statutes:

Kiffney's, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the Village of Key Largo, County of Monroe, State of Florida, has named Thomas Kiffney of the County of Monroe, State of Florida, as its agent to accept service of process with the 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.


Thomas Kiffney

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99 DEC -9 PM 12:43
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TALLAHASSEE FLORIDA