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April 26, 2000

P00000043360

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: HILL TOP CAFE, INC.
FOR PROFIT

4000003229384--3
-04/28/00--01090--018
122.50 **78.75

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation of HILL TOP CAFE, INC., a corporation for profit. Also enclosed is my Trust Account check in the sum of \$122.50 as and for your filing fee. I would appreciate your forwarding a copy of the Articles of Incorporation to my attention once they have been filed.

Your assistance in this regard is greatly appreciated.

Sincerely,

Dale S. Wilson

Dale S. Wilson

DSWpph
Enclosures

RECEIVED
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
10 APR 28 PM 12:26

B. BROWN MAY - 1 2000

FILED
00 APR 28 PM 12:26
SEAL
HALL COUNTY FLORIDA

ARTICLES OF INCORPORATION
OF

HILL TOP CAFE, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit, under the laws of the State of Florida.

ARTICLE I.

The name of this Corporation is HILL TOP CAFE, INC.

ARTICLE II. NATURE OF BUSINESS.

The general character, purpose, and nature of business to be transacted by this Corporation is: preparation of meals and eating on the premises and retail food sale and any other business activities pursuant to the laws of the State of Florida.

ARTICLE III. CAPITOL STOCK.

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 500 shares of common stock, each share having a par value of \$1.00. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the shareholders; provided, however, that in the event of such designation, if specifically made by the shareholders, said stock shall be deemed voting.

ARTICLE IV. INITIAL CAPITAL.

The amount of capital with which this corporation shall begin business is \$500.00.

ARTICLE V. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The initial street address of the principal office of this Corporation is to be at 1600 Idlewild Avenue, Green Cove Springs, Florida 32043.

FILED
00 APR 28 PM 12:26
HILLTOP CAFE, INC.

ARTICLE VII. RESIDENT AGENT.

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

That HILL TOP CAFE, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 3940 Randall Road, Green Cove Springs, FL 32043, has named, WINNIE SUE LARSON, as agent to accept service of process within the state at the address of 3940 Randall Road, Green Cove Springs, FL 32043.

ACKNOWLEDGMENT

Having been named to accept service of process for HILL TOP CAFE, INC., 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.

Winnie Sue Larson
RESIDENT AGENT: WINNIE SUE LARSON

ARTICLE VIII.

The affairs of the Corporation shall be managed by its shareholders, rather than a Board of Directors.

ARTICLE IX. OFFICERS.

The initial officers of HILL TOP CAFE, INC., who shall serve until their successors are elected are as follows:

Winnie Sue Larson, President
Address: 3940 Randall Road
Green Cove Springs, FL 32043

Winnie Sue Larson, Secretary/Treasurer
Address: 3940 Randall Road
Green Cove Springs, FL 32043

ARTICLE X. SUBSCRIBER.

The name and street address of the subscriber to these Articles of Incorporation is WINNIE SUE LARSON, 3940 Randall Road, Green Cove Springs, FL 32043.

ARTICLE XI. EFFECTIVE DATE.

These Articles of Incorporation shall be effective on the date they are acknowledged.

ARTICLE XII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 26th day of April, 2000.

Winnie Sue Larson
WINNIE SUE LARSON

State of Florida
County of Clay

Before me, the undersigned notary public, personally appeared, WINNIE SUE LARSON, to well known to be the individual described in and first being duly sworn, executed the foregoing Articles of Incorporation and acknowledged before me that she executed the same for the purposes therein expressed. I relied upon the following form of identification: "Personally Known to Me" and an oath was taken.

WITNESS MY HAND AND SEAL in the county and state above named this 26th day of April, 2000.

Penny P. Hopper
NOTARY PUBLIC

My Commission Expires:



Penny P Hopper
My Commission CC851173
Expires July 28, 2003