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Julia R. Culley
7801 San Juan Avenue
Bradenton, Florida 34209
941-795-7978

November 9, 2000

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

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*****87.50 *****87.50

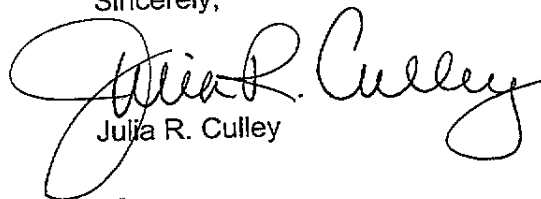
Re: Village Café of Bradenton, Inc.

Dear Sir or Madam:

Please find enclosed the original and one copy of articles of incorporation with acceptance of registered agent, together with our check in the amount of \$87.50.

Please file the articles and forward a certified copy and certificate of status.

Sincerely,


Julia R. Culley

Enclosures
JRC

Daytime Phone 941-747-1871

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

The undersigned, **JULIA R. CULLEY**, desires to become a body corporate and, as incorporator, does hereby make and file these Articles of Incorporation for a proposed corporation pursuant to the laws of Florida, and to that end hereby declare and affirm:

ARTICLE I

The name of this corporation shall be:

VILLAGE CAFÉ OF BRADENTON, INC.

ARTICLE II

This corporation shall exist perpetually unless sooner dissolved as authorized by law, and said corporation shall commence its existence on the date of subscription and acknowledgment of these Articles, as hereinafter set forth, if these Articles are filed with the Department of State within five (5) days exclusive of legal holidays, after such date. If these Articles are not so filed, this corporation shall commence existence upon the filing hereof with the Department of State.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with a par value of \$5.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors. The authorized shares of this corporation shall consist of one class of common stock only.

ARTICLE V

The holders of the common shares of this corporation shall have pre-emptive rights to purchase any shares of the corporation hereafter issued or sold by the corporation, rateably according to their

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respective holdings, and such pre-emptive rights shall likewise extend to any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares. Any shares offered to shareholders under their pre-emptive rights, and not purchased, shall again be offered to those shareholders who have exercised their pre-emptive rights, in proportion to their holdings. After one such reoffering, the corporation may sell any shares still unsold in any other manner permitted by these Articles. The price of any such shares or other instruments to which such pre-emptive rights are applicable shall be at the price such shares or other instruments are offered to others, which price may be in excess of par.

ARTICLE VI

The street address of this corporation's principal office, and the initial registered office of the corporation, is 2005 Manatee Avenue West, Bradenton, Florida. The mailing address of the corporation is 2005 Manatee Avenue West, Bradenton, Florida, 34205. The name of this corporation's initial registered agent at such address is **M. DEAN CULLEY**. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be two. The Board of Directors shall consist of not less than one nor more than seven members, and the number of members of the Board of Directors may be fixed from time-to-time by the bylaws of the corporation, but until so fixed shall consist of two persons. The names and addresses of the members of the initial Board of Directors are as follows:

M. DEAN CULLEY
7801 San Juan Avenue
Bradenton, Florida 34209

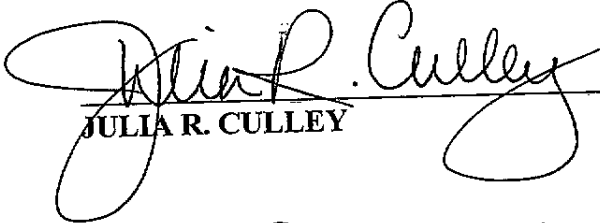
JULIA R. CULLEY
7801 San Juan Avenue
Bradenton, Florida 34209

ARTICLE VIII

The name and address of the incorporators are as follows:

JULIA R. CULLEY
7801 San Juan Avenue
Bradenton, Florida 34209

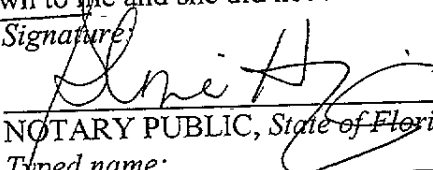
IN WITNESS WHEREOF, the undersigned, being the original incorporators of this corporation, do certify that each of them is of full age, is competent to contract and is a citizen of the United States of America. For the purpose of forming the proposed corporation above-named to do business both within and without the State of Florida, and in pursuance of the Florida Business Corporation Act, we do make and file this agreement, hereby declaring and certifying that the matters above stated are true, and accordingly we have hereunto set our hands and seals this 8th day of November, 2000.



JULIA R. CULLEY (SEAL)

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 8th day of November, 2000, by **JULIA R. CULLEY**, who is personally known to me and she did not take an oath.

Signature: 

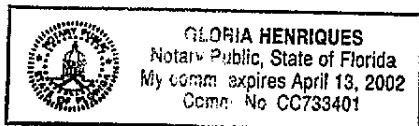
(Affix Notary Seal)

NOTARY PUBLIC, State of Florida at Large

Typed name: _____

My Commission Expires: _____

My Commission No.: _____



ACCEPTANCE OF REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as registered agent for **VILLAGE CAFÉ OF BRADENTON, INC.**, a Florida corporation.


M. DEAN CULLEY

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