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Watson & Osborne, P.A.
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KEITH WATSON
LEE S. OSBORNE
WILLIAM J. JOOS
GERARD SCHLOTH

REPLY TO:
2500 MONUMENT ROAD, SUITE 201

December 7, 2000

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

Re: Cotten's Barbeque North Jax, Inc.

FILED
00 DEC 11 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed please find the the original and one (1) copy of the Articles of Incorporation for Cotten's Barbeque North Jax, Inc. Also enclosed is our check in the amount of \$78.75, payable to the Florida Department of State, to cover your fees for filing and certification.

If you have any questions, please feel free to contact me. Your assistance is greatly appreciated.

Very truly yours,

Lee S. Osborne/cys
Lee S. Osborne

LSO/cys

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
COTTEN'S BARBEQUE NORTH JAX, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name, Location and
Mailing Address of Principal Office

The name of the corporation is COTTEN'S BARBEQUE NORTH JAX, INC. The mailing address of this corporation is P. O. Box 47437, Jacksonville, Florida 32247. The location is 2623 North Main Street, Jacksonville, Florida 32206.

ARTICLE II

Purpose

This corporation is organized for the purpose of purpose of transacting any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Capital Stock

This corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c)(2)(or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien. The corporation is authorized to issue one thousand (1,000) shares of capital stock, of which six hundred (600) shares shall be issued to Billy R. Cowart, and four hundred (400) shares to Joseph J. Justino.

ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2623 North Main Street, Jacksonville, Florida 32206, and the name of the initial registered agent of the corporation at that address is Billy R. Cowart.

ARTICLE V

Directors

This corporation shall initially have two directors. The number of directors may be increased or decreased from time to time but shall never be fewer than one nor more than five. The name, street address and title of the members(s) of the first Board of Directors of the corporation are:

<u>Name</u>	<u>Street Address</u>	<u>Title</u>
Billy R. Cowart	6325 Kellow Drive Jacksonville, FL 32216	President/Treasurer
Joseph J. Justino	903 Lake Asbury Drive Green Cove Springs, FL 32043	Vice President/Secretary

ARTICLE VI

Incorporator

The name and street address of the incorporator of this corporation is Billy R. Cowart, 6325 Kellow Drive, Jacksonville, Florida 32216.

ARTICLE VII

By-Laws

The initial By-Laws of this corporation shall be adopted by the director(s). By-Laws may be adopted, amended or repealed in the manner provided in the By-Laws by either the shareholders or the directors.

ARTICLE VIII

Restrictions on Transfer of Stock

The shareholders may, by By-Law provision or by shareholders' agreement recorded in the minutes book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IX

Director Compensation

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation in any form.

ARTICLE X
Indemnification

The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 7th day of December, 2000.

Billy R. Cowart
Billy R. Cowart
Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 7th day of December, 2000 by Billy R. Cowart.

[Signature]
Notary Public, State of Florida

Print Name: _____

My Commission Expires _____



Lee S. Osborn

MY COMMISSION # CC657290 EXPIRES
July 12, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Personally known ✓ or produced identification: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OR PROCESS WITHIN THE STATE OF FLORIDA AND
NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

COTTEN'S BARBEQUE NORTH JAX, INC., desiring to organize under the laws of the State of Florida as a corporation, has named Billy R. Cowart, who maintains an office at 2623 North Main Street, Jacksonville, Florida 32206, as its registered agent to accept service of process within this State, all in accordance with Section 607.034, Florida Statutes.

DATED this 17th day of December, 2000.

By: Billy R. Cowart
Billy R. Cowart, Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC 11 AM 9:31

FILED

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, and being familiar with the obligations of such position, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 17th day of December, 2000.

Billy R. Cowart
Billy R. Cowart