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FOGLE & FOGLE, P. A. FILED
ATTORNEYS AT LAW

01 JAN -8 PM 3: 15

J. DANA FOGLE
CORPORATION & BUSINESS LAW
REAL PROPERTY LAW
REGISTERED GENERAL PRACTICE
ALICE M. FOGLE
MARITAL & FAMILY LAW

January 2, 2001

MAILING ADDRESS:
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
POST OFFICE BOX 24
TALLAHASSEE, FLORIDA 32321-0024
PHYSICAL ADDRESS:
217 EAST PLYMOUTH AVENUE
TALLAHASSEE, FLORIDA 32304
(904) 734-4215
FAX (904) 734-7419

EFFECTIVE DATE

01/02/01

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

Re: Incorporation of KELSEY RESTAURANT, INC.

200003527652--4
-01/08/01--01091--006
*****122.50 *****78.75

Gentlemen:

Enclosed herewith is an original and one copy of the proposed Articles of Incorporation and Designation of Registered Agent for KELSEY RESTAURANT, INC. .

Also enclosed is my check in the amount of \$122.50, representing the following:

Filing Fee	\$35.00
Registered Agent Certificate	52.50
Certified copy of Charter and of Registered Agent Certificate	35.00

Thank you very much for your assistance.

Sincerely,



J. Dana Fogle

JDF/bja
Enclosures

PH, 1/11/01

ARTICLES OF INCORPORATION

OF

KELSEY RESTAURANT, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

I, JAMES B. KELSEY, being of legal age do hereby authorize the formation of a 01/02/01
corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be KELSEY RESTAURANT, INC.

ARTICLE II

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is to own and operate a restaurant, and to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 100 shares fully paid, \$1.00 par value common stock. Common stock of the corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal

Revenue Code of 1954, as amended.

ARTICLE V

INITIAL DIRECTORS

The business of the corporation shall be managed by the Stockholders rather than by the Board of Directors of this corporation.

ARTICLE VI

STREET AND MAILING ADDRESS OF INITIAL REGISTERED

OFFICE AND NAME OF INITIAL REGISTERED AGENT

The initial street and mailing address of the principal place of business of said corporation is 103 Flagler Avenue, New Smyrna Beach, FL 32169. The initial resident agent is JAMES B. KELSEY of 103 Flagler Avenue, New Smyrna Beach, FL 32169.

ARTICLE VII

SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:
JAMES B. KELSEY of 103 Flagler Avenue, New Smyrna Beach, FL 32169.

ARTICLE VIII

COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist on January 2, 2001.

IN WITNESS WHEREOF, I, JAMES B. KELSEY, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of


Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this ____ day of January, 2001.


JAMES B. KELSEY

STATE OF FLORIDA

COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this ____ day of January, 2001, by JAMES B. KELSEY, who is ____ personally known to me or who has produced _____ as identification and who did/did not take an oath.

 (SEAL)
NOTARY PUBLIC
State of Florida at Large

My Commission Number/Expires:



J. Dana Fogle
MY COMMISSION # CC970604 EXPIRES
October 5, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: That KELSEY RESTAURANT, 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 City of New Smyrna Beach, County of Volusia, State of Florida, has named JAMES B. KESLEY, located at 103 Flagler Avenue, New Smyrna Beach, FL 32169, as its agent to accept service of process within this 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.


JAMES B. KELSEY