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THOMAS G. REED, III
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January 22, 2001

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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

Re: BARNHILL STEAK COMPANY OF FLORIDA, INC.

Dear Sir:

Enclosed are an original and one copy of the Articles of Incorporation and Designation And Acceptance Of Registered Agent. Also enclosed is a check in the amount of \$78.75 for the filing fee, the registered agent designation fee, and the fee for certifying a copy of the articles. Please file the articles upon receipt and return the certificate and certified copy to me in the enclosed FedEx mailer.

If I have overlooked anything, please let me know.

Very truly yours,

Reed III

Thomas Grady Reed, III

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

BARNHILL STEAK COMPANY OF FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME: The name of the corporation is BARNHILL STEAK COMPANY OF FLORIDA, INC.

ARTICLE II

PRINCIPAL OFFICE: The street address of the principal office and the mailing address of the corporation is 8629 Rosemont Drive, Pensacola, Florida 32514.

ARTICLE III

INITIAL REGISTERED AGENT AND ADDRESS: The name and address of the corporation's initial registered agent is Thomas Grady Reed, III, 107 North Palafox Street, Pensacola, Florida 32501.

ARTICLE IV

CAPITAL STOCK: The corporation is authorized to issue 100,000 shares of \$1.00 par value common stock, all of one class and series.

ARTICLE V

INITIAL BOARD OF DIRECTORS: The initial board of directors is composed of Charles E. Barnhill, 8629 Rosemont Drive, Pensacola, Florida 32514, and Patsy J. Barnhill, 8629 Rosemont Drive, Pensacola, Florida 32514.

ARTICLE VI

INCORPORATOR: The name and address of the incorporator is Thomas Grady Reed, III, 107 North Palafox Street, Pensacola, Florida 32501.

IN WITNESS WHEREOF, the undersigned, acting as incorporator, has executed these Articles of Incorporation this 22 day of January, 2001.



Thomas Grady Reed, III
Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent in the State of Florida.

1. The name of the corporation is: BARNHILL STEAK COMPANY OF FLORIDA, INC.

2. The name and address of the registered agent and office is: Thomas Grady Reed, III, 107 North Palafox Street, Pensacola, Florida 32501.

Having been named as Registered Agent of BARNHILL STEAK COMPANY OF FLORIDA, INC., and having been designated to accept service of process for the corporation at 107 North Palafox Street, Pensacola, Florida 32501, I hereby accept the appointment as Registered Agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Thomas Grady Reed, III

Thomas Grady Reed, III
Registered Agent

Date: 1-22-01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA