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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : NAMS
Account Number : 073313002424
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Fax Number : (407) 869-5207

FLORIDA PROFIT CORPORATION OR P.A.

Papa Duck, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

W-2726

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B. McKinnis

FEB 06 2001

2/5/2001 1:33 PM

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ARTICLES OF INCORPORATION
OF

Papa Duck, Inc.
A CLOSE CORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Papa Duck, Inc.

The principal address of the corporation shall be:

240 South M.L.K. Blvd.
Daytona Beach, FL 32114

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ARTICLE II NATURE OF BUSINESS

The corporation is in the business of operating a restaurant. In addition, the corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III STOCK

3.1 The corporation shall authorize a total of 1000 shares of stock having a par value of one dollar.

3.2 The corporation shall authorize only one class of stock.

3.3 All of the corporations' issued stock, exclusive of treasury shares, shall be held of record by not more than seventy-five (75) persons.

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3.4 The corporation shall make no offering of any of it's stock of which would constitute a public offering within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

ARTICLE IV TERMS OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE V OFFICERS AND DIRECTORS

No officers or directors yet elected.

ARTICLE VI INCORPORATOR

The name and address of the incorporator of these articles of incorporation is:

Chester R. Grob Jr.
240 South M.L.K. Blvd.
Daytona Beach, FL 32114

ARTICLE VII LIABILITY WAIVER

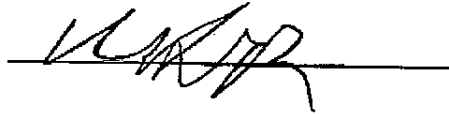
No person who is or formerly was an Incorporator, Director, Officer, or Registered Agent of the corporation shall have any liability to the corporation or to any stockholder of the corporation for money damages in connection with any action, or failure to act in his capacity as an Incorporator, Director, Officer, or Registered Agent: provided however, that nothing contained herein shall restrict or limit the liability of any person (a) to the extent that it is proved that such person received an improper benefit or profit in money, property or services, or (b) to the extent that a judgement or other final adjudication adverse to such person is entered in the proceeding that such person's action or failure to act, was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding.

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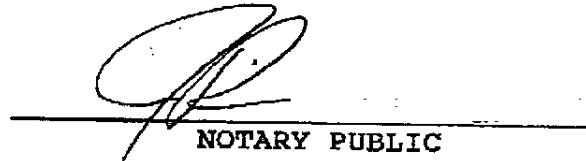
IN WITNESS WHEREOF, the undersigned incorporator has
executed these Articles of Incorporation on February 5th, 2001.

SIGNATURE OF INCORPORATOR:



State of Florida, County of Seminole

The foregoing instrument was acknowledged and sworn to before me
on February 5th, 2001, by: Chester R. Grob Jr., the Incorporator of
Papa Duck, Inc. who was identified by a drivers license from
the state of OH bearing the number RS062833.


NOTARY PUBLIC

My commission expires:



Joe Pires
MY COMMISSION # CC018356 EXPIRES
May 31, 2003
BONDED THRU TROY FAIR INSURANCE, INC

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CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE FOR
Papa Duck, Inc.

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is:

Papa Duck, Inc.

2. The name and address of the registered agent and office is:

Chester R. Grob Jr.
841 Douglas Ave #104
Daytona Beach, FL 32114

Signature:


INCORPORATOR

2/5/01

DATE

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Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and obligations of Section 607.325, Florida Statutes.

Signature:


REGISTERED AGENT

2/5/01

DATE

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