

LEWIS & CLARK ACCOUNTING SERVICES, INC.  
3156 PEACHTREE CIRCLE  
DAVIE, FL 33328  
954-321-8301

*P010000/6/52*

February 5, 2001

Secretary of State  
Corporation Records Bureau  
Department of State  
P.O. Box 5327  
Tallahassee, FL 32314

600003674486--4  
-02/12/01--01106--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**FILED**  
01 FEB 12 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To Whom It May Concern:

Please see enclosed original and copy of Articles of Incorporation for:

**AMERA'S CAFÉ INC**

Also, please see enclosed check in the amount of \$70.00, to cover costs of Incorporation fees of subject corporation:

<u>\$35.00</u>	Filing Fee
<u>\$35.00</u>	Registered Agent Fee
<u>N/A</u>	Certified Copy

If there are any questions regarding this corporation, please call the telephone number listed above. Thank you!

Sincerely,

*AR Hood*  
Albert R. Hood  
President

ARH/gkh

*2/13/01*

# ARTICLES OF INCORPORATION

We, **THE UNDERSIGNED**, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of corporations for profit.

## **ARTICLE I, NAME**

The name of this corporation shall be as follows:

**AMERA'S CAFÉ INC**

## **ARTICLE II, NATURE OF BUSINESS**

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

## **ARTICLE III, CAPITAL STOCK**

The maximum number of shares of stock that this corporation authorized to have outstanding at any time is five hundred (500) shares of common stock, of one dollar (\$1.00) par value.

## **ARTICLE IV, INITIAL CAPITAL**

The amount of capital with which this corporation will begin business will not be less than one hundred (\$100.00) dollars.

## **ARTICLE V, TERM OF EXISTENCE**

This corporation is to have perpetual existence.

## **ARTICLE VI, ADDRESS**

The initial street address in the State of Florida of the principal office shall be as follows.

**406 STEWART DR  
SEBRING FL 33870**

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

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***ARTICLE VII, INITIAL BOARD OF DIRECTORS***

This corporation shall have one Director, initially. The number of Directors may be either increased or diminished by the *by-laws* adopted by the shareholders, but shall never be less than one. The name and address of the initial Director of this Corporation is:

**RUTH BERRY  
406 STEWART DR  
SEBRING FL 33870**

***ARTICLE VIII, INCORPORATOR***

The name and address of the Incorporator:

**RUTH BERRY  
406 STEWART DR  
SEBRING FL 33870**

***ARTICLE IX, BY-LAWS***

The power to adopt, alter, amend or repeal *by-laws* shall be vested by the Board of Directors and Shareholders.

***ARTICLE X, AMENDMENT***

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

***ARTICLE XI, SUB-CHAPTER (S) CORPORATION***

This Corporation may be a Sub-Chapter (S) Corporation as defined by the Internal Revenue Code.

***ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE.***

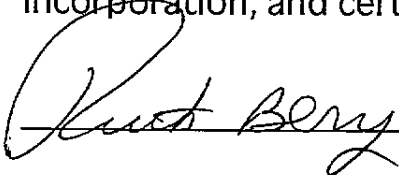
The Registered Agent, listed below, with address, accepts this position as signed below:

**RUTH BERRY**

The registered office will be located at the address below:

**406 STEWART DR  
SEBRING FL 33870**

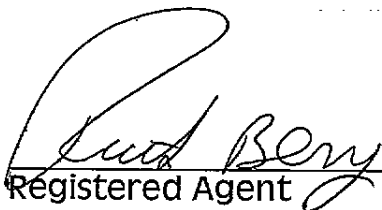
**IN WITNESS WHEREOF**, the undersigned, as subscribing Incorporators, have hereunto set our hands and seals on for the purpose of forming this Corporation under the laws of the State of Florida, and hereby make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

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**REGISTERED AGENT ACCEPTANCE**

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for:

**AMERA'S CAFÉ INC**

\_\_\_\_\_  
Registered Agent

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