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July 3, 2001

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\*ALSO ADMITTED IN  
THE DISTRICT OF COLUMBIA  
\*\*ALSO ADMITTED IN  
CALIFORNIA

**VIA FEDERAL EXPRESS NEXT DAY DELIVERY**

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

000004464400--3  
-07/09/01--01071--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: *Vero One, Inc.*

Dear Sir/Madam:

In regard to the above, please find enclosed the Articles of Incorporation for filing with the Secretary of State's Office.

This firm's check in the amount of \$70.00 is also enclosed to cover your filing fee and the Registered Agent fee.

Thank you for your assistance.

Sincerely,

J. Atwood Taylor, III

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Encs.

CC: Mr. John C. Woods, w/enc.

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01 JUL -9 PM12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**VERO ONE, INC.**

**FILED**  
01 JUL -9 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be as follows:

**VERO ONE, INC.**

The principal place of business of this corporation shall be 6200 - 20<sup>th</sup> Street, Vero Beach, Florida 39266, and the mailing address shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

This corporation shall be formed for the specific purpose of operating a fast food restaurant and may engage or transact in any and all lawful activities or business permitted under the laws of the United States; of the State of Florida; or of any other state, country, territory, or principality.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having One and No/100 (\$1.00) Dollar par value per share.

The holders of the common shares shall be entitled to:

- (a) vote at all meetings of shareholders;
- (b) receive dividends as and when declared by the Board of Directors of the corporation; and

- (c) receive the remaining property of the corporation upon dissolution, liquidation, or winding-up of the corporation.

The transfer of shares of the corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares without either:

- (a) the previous sanction of the holders of a majority of the shares of the corporation outstanding at the time of such transfer given by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holder or holders of a majority of such shares; or
- (b) the previous sanction of the Board of Directors of the corporation by a resolution passed at a meeting of the Board of Directors or by an instrument or instruments in writing signed by all of the members of the Board of Directors in lieu of a meeting.

#### **ARTICLE IV. ADDRESS**

The street address of the initial registered office of the corporation shall be, and the name of the initial registered agent of the corporation at that address is **JOHN C. WOODS**, c/o Charley's Steakery, 6200 - 20<sup>th</sup> Street, Vero Beach, Florida 39266.

#### **ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE VI. PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights.

#### **ARTICLE VII. SPECIAL PROVISION**

This corporation shall be organized, if the shareholder so elects and if the corporation qualifies, to comply with the provisions of Subchapter S of the Internal

Revenue Code, 26 U.S.C. §1361 et seq., and shall take any and all actions necessary to obtain and maintain its status as an S corporation, as defined and as set forth herein.

#### **ARTICLE VIII. OFFICERS AND DIRECTORS**

This corporation shall have four (4) officers and four (4) directors, initially. The names and street addresses of the initial officers and directors who shall hold office for the first (1st) year of the corporation, or until successors are elected or appointed, are as follows:

**JOHN C. WOODS** - Director/Treasurer  
P.O. Box 6783  
Vero Beach, Florida 32961;  
**TRACY WOODS** - Director/President  
P.O. Box 6783  
Vero Beach, Florida 32961;  
**JEAN CAVANAUGH** - Director/Vice President;  
P.O. Box 6783  
Vero Beach, Florida 32961;  
**JOHN CAVANAUGH** - Director/Secretary  
P.O. Box 6783  
Vero Beach, Florida 32961.

No amendment to these articles shall be required in the event the shareholders wish to increase or decrease the number of directors. However, the number may never exceed seven (7) directors.

#### **ARTICLE IX. INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation are as follows:

**ROSSWAY MOORE & TAYLOR**  
The Oak Point Professional Center  
5070 N. Highway A-1-A, Suite 200  
Vero Beach, Florida 32963.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on  
this 5th day of July, 2001.


ROSSWAY MOORE & TAYLOR

By:

  
J. ATWOOD TAYLOR, III

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

**JOHN C. WOODS**, whose address is as follows: c/o Charley's Steakery, 6200 -  
20<sup>th</sup> Street, Vero Beach, Florida 39266, which is the same address as set forth in Article  
IV hereof, having been designated as the Registered Agent in the above and foregoing  
Articles, is familiar with and accepts the obligations of the position of Registered Agent  
under Section 607.0505, *Florida Statutes*.

  
JOHN C. WOODS

Date: July 5, 2001

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**FILED**  
01 JUL -9 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA