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GARY W. TINSLEY

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213 SILVER BEACH AVENUE
DAYTONA BEACH, FLORIDA 32118

5889 AIRPORT ROAD
SUITE 209
PORT ORANGE, FLORIDA

REPLY TO DAYTONA BEACH ADDRESS

August 2, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles Of Incorporation of
Rick's Place in Tallahassee, Inc.

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-08/06/01--01030--019
*****78.75 *****78.75

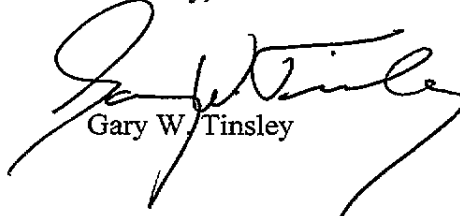
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01 AUG -6 AM 6:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madame:

Enclosed herewith for filing are the original Articles Of Incorporation of Tinwoodman Properties North, Inc. together with Designation of Registered Agent and our check in the amount of \$78.75 which represents your fee for the filing of these Articles. Upon your filing these Articles, please return to our office a certified copy of same. I have enclosed a return envelope for your convenience.

Your cooperation and attention in this matter is greatly appreciated.

Sincerely,


Gary W. Tinsley

Enclosures

8-9-01
WC

ARTICLES OF INCORPORATION

of

RICK'S PLACE IN TALLAHASSEE, INC.

FILED
01 AUG -6 AM 6:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles Of Incorporation for such corporation:

1. **NAME:** The name of the corporation is RICK'S PLACE IN TALLAHASSEE, INC.
2. **DURATION:** The period of its duration is perpetual.
3. **PURPOSE:** The purpose of the corporation is to engage in any activities or businesses permitted under the laws of the State of Florida.
4. **STOCK:** The corporation shall have the authority to issue 100,000 shares, all in one class at no par value.
5. **REGISTERED AGENT:** The address of the initial registered office of the corporation is 213 Silver Beach Avenue, Daytona Beach, Florida, 32118 and the name of its initial registered agent at said address is GARY W. TINSLEY, ESQ..
6. **DIRECTORS:** The number of directors constituting its initial Board Of Directors is two (2), whose names and addresses are:

Gary W. Tinsley 410 N. Atlantic Avenue, #1704, Daytona Beach, Florida 32118
Rick King 1306 Rumba Lane, Tallahassee, Florida 32304
7. **INCORPORATOR:** The name and address of the incorporator is

Gary W. Tinsley 410 N. Atlantic Avenue, #1704, Daytona Beach, Florida 32118
8. **PRE-EMPTIVE RIGHTS:** The holders of common stock of this corporation shall have pre-emptive rights to purchase, at any prices, terms, and conditions, that shall be fixed by the Board Of Directors, such of the shares of stock of this corporation as may be issued for money, or

any property or services, from time to time, in addition to that stock authorized, issued, and outstanding by the corporation. The pre-emptive right of any shareholder is determined by the ratio of authorized, issued, and outstanding shares of common stock held by the holder to all shares of common stock currently authorized, issued, and outstanding.

9. **SHAREHOLDER AGREEMENTS:** The shareholders may at any time enter into an agreement by and between themselves unanimously, which controls the election of the Directors or Officers of the corporation, the transferability of stock, or any other matter allowed under the laws of the State of Florida.

10. **FAILED CORPORATION ACT:** It is the intent of the incorporator that IRC Section 1244 be applicable should this corporation fail.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles Of Incorporation for RICK'S PLACE IN TALLAHASSEE, INC., at Daytona Beach, Florida, on this 26th day of July, 2001.

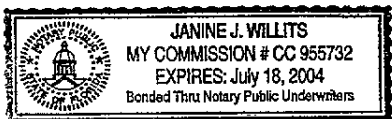

GARY W. TINSLEY

STATE OF FLORIDA
COUNTY OF VOLUSIA

GARY W. TINSLEY, this day personally appeared before me and after first being duly sworn by me, deposes and says that he has read the foregoing Articles Of Incorporation, has personal knowledge of the facts and matters therein set forth and all are true and correct, and further acknowledges before me the execution of these Articles Of Incorporation.

SWORN TO AND SUBSCRIBED before me this 26th day of July, 2001.


NOTARY PUBLIC
State of Florida at Large



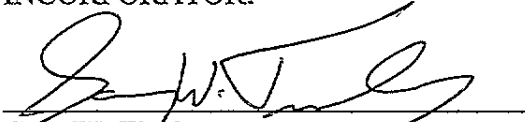
STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

The following is submitted in compliance with Chapter 48.091, Florida Statutes:

Rick's Place in Tallahassee, Inc., a corporation organized (or organizing) under the laws of the State Of Florida, with its principal office at 213 Silver Beach Avenue , Daytona Beach , Florida 32118, has named GARY W. TINSLEY, Attorney At Law, whose address is 213 Silver Beach Avenue, Daytona Beach, Volusia County, Florida 32118, as its agent to accept service of process within the State.

INCORPORATOR:



Gary W. Tinsley

STATE OF FLORIDA
COUNTY OF VOLUSIA

Gary W. Tinsley , this day personally appeared before me and after first being duly sworn by me, deposes and says that he has read the foregoing Certificate, has personal knowledge of the facts and matters therein set forth and all are true and correct, and further acknowledges before me the execution of this Certificate.

SWORN TO AND SUBSCRIBED before me this 26th day of July, 2001.



NOTARY PUBLIC
State of Florida at Large

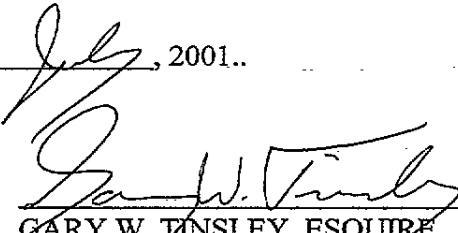


ACCEPTANCE

I AGREE as registered agent to accept service of process; to keep the office open

during prescribed business hours; to post my name and any other Officers of said corporation authorized to accept service of process at the above-designated Florida address in some conspicuous place in the office as required by law.

DATED this 27th day of July, 2001..



GARY W. TINSLEY, ESQUIRE
213 Silver Beach Avenue
Daytona Beach, Florida 32118
(904) 254-2941