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August 8, 2001

Secretary of State
DIVISION OF CORPORATIONS
The Capitol
Tallahassee, FL 32399-0250

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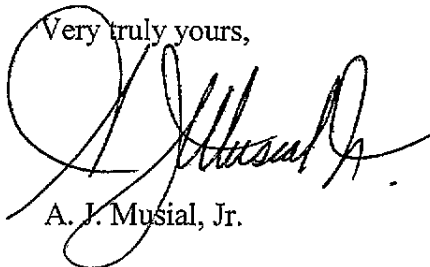
RE: B.B. SHEP's, INC.

To Whom It May Concern:

Enclosed herewith, please find the Articles of Incorporation for the above-referenced corporation along with my check in the amount of \$70.00 which includes \$35.00 for the filing fee for the Articles of Incorporation and \$35.00 for Designation of Registered Agent. Also, I would appreciated it if you would provide my office with a notice of the document number for the corporation. I have included a self-addressed envelope for your convenience.

Your assistance in this matter is appreciated. I shall await your response.

Very truly yours,



A. J. Musial, Jr.

AJM/sjh
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-14-01

**ARTICLES OF INCORPORATION
OF
B. B. SHEP'S, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of becoming a corporation under the laws of the State of Florida, by and through the provisions of the statutes of the State providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit does hereby adopt these articles of incorporation.

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation shall be **B. B. SHEP'S, INC.** hereinafter called the "Corporation".

**ARTICLE II
PERIOD OF DURATION**

The duration of this Corporation is to be perpetual.

**ARTICLE III
GENERAL NATURE OF BUSINESS**

The general nature of the business and objects to be transacted, promoted or carried on are to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to wit:

- A.** To operate a retail restaurant business.
- B.** To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in and deal with goods, wares, merchandise and other personal property of every class and description whatsoever.
- C.** To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required to the purposes of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such business of which may seem capable of being dealt with profitably in connection with any of the said businesses.
- D.** To purchase, hold, sell, improve and lease real estate and to mortgage and encumber the same and to erect, manage, care for and maintain buildings thereon. To acquire in any manner, enjoy, utilize,

hold, sell, assign, lease, mortgage or otherwise dispose of letters of patent of the United States, or any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefor, relating to or useful in connection with any business of the Corporation or other corporations in which the Corporation may have an interest as a stockholder or otherwise.

E. To hold, purchase or otherwise acquire or be interested in, to sell, assign, pledge or otherwise dispose of capital stock, bonds or other evidences of debt issued or created by any other corporation, whether foreign or domestic or whether now or hereafter organized and while the holder of such shares of stock to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do, and, subject to the provisions of law, to purchase or otherwise acquire, hold and reissue the shares of its own capital stock.

F. In general, to have and exercise any other powers conferred by the laws of the State of Florida upon corporations generally, it being hereby expressly provided that the foregoing numeration of specified powers shall not be held to limit or restrict in any manner the general powers of the Corporation.

ARTICLE IV AUTHORIZED STOCK

1. The aggregate number of shares which this Corporation shall be authorized to issue is Seven Thousand Five Hundred shares (7,500) of Common Stock with a par value of One Dollar (\$1.00) per share. The Corporation shall not have the authority to issue shares in series.

2. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America or property, labor or services at a just valuation fixed by the Board of Directors.

3. Property or labor may also be purchased with the capital stock of this Corporation at such valuation as may be fixed by the Board of Directors.

ARTICLE V CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than FIVE HUNDRED Dollars (\$500.00).

**ARTICLE VI
REGULATION OF INTERNAL AFFAIRS**

1. **Meetings of Shareholders and Directors:** Meetings of the Shareholders and Directors of this Corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the Code of By-Laws or by resolution of the Board of Directors.

2. **Code of By-Laws:** The initial Code of By-Laws of the Corporation shall be adopted by its Board of Directors. The power to amend or repeal the By-Laws or to adopt a new Code of By-Laws shall be in the Shareholders, but the affirmative vote of the holders of a majority of the shares outstanding shall be necessary to exercise that power. The Code of By-Laws may contain any provisions for the regulation and management of this Corporation, which are consistent with the laws of the State of Florida and these Articles of Incorporation.

3. **Contracts in which Directors have an Interest:** Any contract or other transaction of this Corporation with any person, firm or corporation or any contract or other transaction in which this Corporation is interested shall not be invalidated or affected by (a) the fact that one or more of the Directors of this Corporation is interested in or is a Director or Officer of another corporation, provided that the acts of any Director so interested are made in good faith, or, (b) the fact that any Director, individually or jointly with others, may be a party to, or may be interested in the contract or transaction, provided that the acts of any Director so interested are made in good faith and each person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with this Corporation for the benefit of himself or any firm or corporation in which he may be interested.

4. **Compensation of Directors:** The Board of Directors shall have the authority to make provisions for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which compensation shall be paid. Any Director may also serve the Corporation in any other capacity and receive compensation therefor in any form.

**ARTICLE VII
BOARD OF DIRECTORS**

The affairs of the Corporation shall be conducted by a Board of Directors composed of not less than one (1) person, who needs not be a Stockholder. The number of Directors may be increased or decreased from time to time by the By-Laws adopted by the Stockholders, but shall never be less than one (1) person and none of the Directors need be Stockholders.

**ARTICLE VIII
INITIAL DIRECTORS**

The names and addresses of the first Board of Directors of the Corporation who, subject to the provisions of these Articles of Incorporation and By-Laws and the General Corporate Law of the State of Florida, shall hold office for the first year or until their successors are elected and have qualified to serve as Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
BRAD A. SHEPHERD	7309 BASEBALL AVENUE TAMPA, FLORIDA 33634

**ARTICLE IX
PERFORMANCE OF BUSINESS**

The business of the Corporation shall be conducted by a President, Secretary and such other officers and assistant officers, including a treasurer, as may be deemed appropriate by the Board of Directors at such time and in such manner as may be prescribed by the By-Laws.

**ARTICLE X
OFFICERS**

The names and addresses of the Officers of the Corporation who shall hold office until the first annual meeting or until their successors are elected and qualified to serve as officers are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
BRAD A. SHEPHERD	PRES.	7309 BASEBALL AVENUE TAMPA, FLORIDA 33634
BRAD A SHEPHERD	SECY.	7309 BASEBALL AVENUE TAMPA, FLORIDA 33634

**ARTICLE XI
INCORPORATORS**

The names and street address of the incorporator to these Articles of Incorporation is as follows:
as follows:

NAME

BRAD A. SHEPHERD - 500 SHARES

ADDRESS

**7309 BASEBALL AVENUE
TAMPA, FLORIDA 33634**

**ARTICLE XII
INTENTION OF INCORPORATOR**

It is the intention of the incorporator to these Articles of Incorporation is that this Corporation shall remain a closed corporation and that the Stockholders of this Corporation shall have the right of first refusal to repurchase any issued shares should any Stockholder die or decide to sell his or her shares and that this restriction shall be noted upon the margin of the stock of this Corporation.

**ARTICLE XIII
PREEMPTIVE RIGHTS**

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment of the articles of incorporation or out of shares of stock of the corporation acquired by it after issuance and whether issued for cash, promissory notes, services, property, or other securities of the corporation; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any share of its stock of any class or classes.

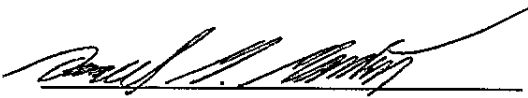
**ARTICLE XIV
PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT**

The principal place of business of the Corporation is to be located at **927 SOUTH HOWARD AVENUE, TAMPA, FLORIDA 33606**; however, with the privilege of having branch offices or places of business in any place or places within or without the State of Florida. The street address of the initial registered office of the corporation is **ONE URBAN CENTRE, SUITE 750, 4830 W. KENNEDY BLVD., TAMPA, FLORIDA 33609** and the name of its initial registered agent at such address is **A. J. MUSIAL, JR., ESQUIRE.**

**ARTICLE XV
AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' meeting by a majority of the Stockholders entitled to vote thereon.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal this 3rd day of August, 2001, for the purposes of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated are true.


WITNESS


BRAD A. SHEPHERD

DANIEL M. MARTIN
WITNESS NAME PRINTED


WITNESS

A. J. MUSIAL, JR.
WITNESS NAME PRINTED

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

is BEFORE ME, the undersigned authority, this day personally appeared **BRAD A SHEPHERD**, who
~~are~~ personally known to me or who have produced _____ as
identification, who executed the foregoing Articles of Incorporation, and acknowledged before me that they
executed the same for the purposes therein expressed and did not take an oath.

WITNESS my hand and official seal in the County and State aforesaid, this
3rd day of August, 2001.



NOTARY PUBLIC

Notary Name Printed
My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

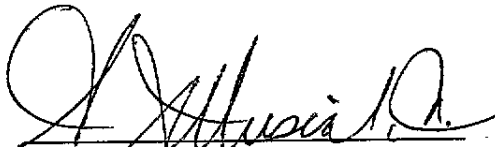
PURSUANT TO THE PROVISIONS OF FS §607.0501 OR
FS §617.0501, THE UNDERSIGNED CORPORATION, ORGANIZED
UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMIT THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is **B. B. Shep's, Inc.**
2. The name and address of the registered agent and office is:

**A.J. Musial, Jr., Esquire
One Urban Centre, Suite 750
4830 W. Kennedy Blvd.
Tampa, FL 33609**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this 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.


A. J. Musial, Jr., Esquire
Registered Agent
August 3, 2001