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FLORIDA PROFIT CORPORATION OR P.A.
RESTAURANT MANAGEMENT SOLUTIONS, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
RESTAURANT MANAGEMENT SOLUTIONS, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND ADDRESS

Name: The name of the corporation is Restaurant Management Solutions, Inc.

Address of Principal Office: The address of the principal office of the corporation is 776 Foxridge Center Dr., Suite 132, Orange Park, Florida 32065.

Mailing Address: The mailing address of the corporation is 776 Foxridge Center Dr., Suite 132, Orange Park, Florida 32065.

ARTICLE II

DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if these Articles are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 (One Thousand) shares of voting common stock having a par value of \$.01 (one cent) per share.

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ARTICLE V**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 776 Foxridge Center Dr., Suite 132, Orange Park, Florida 32065, and the name of the initial registered agent of this corporation at that address is Michael V. Bajalia.

ARTICLE VI**DIRECTORS**

(a) **Number.** This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) **Initial Directors.** The name and street address of the member of the first Board of Directors of the corporation are:

<u>Name</u>	<u>Address</u>
Michael V. Bajalia	776 Foxridge Center Dr., Suite 132 Orange Park, Florida 32065
Martina Bajalia	776 Foxridge Center Dr., Suite 132 Orange Park, Florida 32065

ARTICLE VII**BYLAWS**

The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall thereafter be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

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ARTICLE VIII**INCORPORATOR**

The name and street address of the incorporator of this corporation are:

Name**Address**

Gresham R. Stoneburner, Esq.

One Independent Drive, Suite 2000
Jacksonville, Florida 32202


ARTICLE IX**INDEMNIFICATION**

The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE X**AMENDMENT**

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

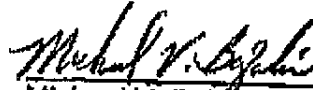
IN WITNESS WHEREOF, the incorporator has executed these Articles the 24th day of September, 2001.


Gresham R. Stoneburner, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, 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. I am familiar with and I accept the obligations of a registered agent.



Michael V. Bajalla, Registered Agent

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