

PO1000117069

ROBERT C. CLARK
ATTORNEY AT LAW
1601 20TH STREET
VERO BEACH, FLORIDA 32960

PHONE: (561) 569-4555
FAX: (561) 569-4555

01 DEC 10 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

November 19, 2001

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

700004715937--4
-12/10/01--01051-013
*****70.00 *****70.00

Dear Sirs:

Enclosed please find for filing an original and one (1) copy of the Articles of Incorporation for SMALL BUSINESS CONSULTING SERVICES, INC. I have also included my check for \$70.00 to cover all appropriate fees and charges and a stamped self-addressed envelope for returning a copy to me filed stamped.

Thank you for your assistance in this matter.

Yours truly,



Robert C. Clark, Esquire

RCC:clm
Enclosures

PS
12/11/01-

COPY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
91 DEC 10 AM 10:53

FILED

ARTICLES OF INCORPORATION
FOR

SMALL BUSINESS CONSULTING SERVICES, INC.

ARTICLE I

The name of this corporation shall be SMALL BUSINESS CONSULTING SERVICES, INC. hereinafter referred to as the "Corporation".

ARTICLE II

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

(a) To provide consulting and advisory services to the food trade industry and to prepare reports, make recommendations and take any other actions necessary in furtherance of said consulting and advisory operations. In addition to engage in the restaurant business to include the preparation and sale of meals and food stuffs for on premises or off premises consumption and to purchase store and maintain fruits, vegetables, meats, poultry and all additional products necessary for the preparation and serving of products in the restaurant trade. To purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with real property, goods, wares, merchandise of every class, kind and description, necessary to the accomplishment of the above-stated business objectives, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, mutual fire insurance association cooperative, state fair or exposition.

(b) To have one or more offices, conduct its business and promote its objects within and without the State of Florida,

in other states, the District of Columbia, the territories, possessions and dependencies of the United States and in foreign countries, without restriction as to place or amount.

(c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, as principle, agent, trustee, or otherwise, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or object of the corporation, whether or not such business is similar in nature to the purposes and objects sets forth in these Articles of Incorporation or any amendment thereof.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

This Corporation shall be entitled to all rights, powers and provisions of the laws of the State of Florida affecting corporations as such laws may now exist or as such laws may hereinafter be enacted.

ARTICLE III CAPITAL STOCK

The capital stock of this Corporation shall consist of one thousand (1,000) shares of common stock, having par value of One Dollar (\$1.00) each.

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 to be fixed by the Stockholders. Property or labor may also be purchased with the capital stock at such valuation as shall be

fixed by the Stockholders.

Additional shares of stock without par value may be authorized from time to time by the Corporation, and said shares of stock may be issued for such consideration as shall be set by the Stockholders.

ARTICLE IV

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which the Corporation shall begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE V

CORPORATE EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VI

PRINCIPAL OFFICE AND RESIDENT AGENT

The principal place of business of said corporation is to be located at 755 39th Avenue, Vero Beach, Florida, 32968 with the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida, or in foreign countries.

ROBERT C. CLARK, Esquire is hereby designated as Resident Agent of this Corporation, whose address is 1601 20th Street, Vero Beach, Florida, 32960.

ARTICLE VII

NAME AND POST OFFICE ADDRESS OF THE SUBSCRIBERS

CYNTHIA M. JOHNSTON

755 39th Avenue
Vero Beach, FL 32968

ARTICLE VIII

NUMBER OF DIRECTORS

The number of the Corporation's directors shall be one (1) but the By-Laws may provide for such increase or decrease in number thereof as is authorized by law.

ARTICLE IX

NAME AND POST OFFICE ADDRESS OF DIRECTORS

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

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
CYNTHIA M. JOHNSTON	President/ Secretary/ Treasurer	755 39th Avenue Vero Beach, FL 32968

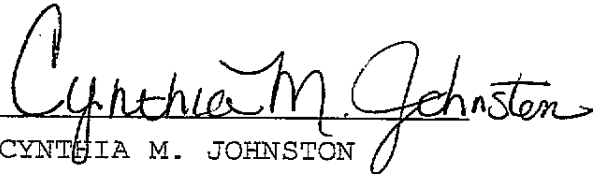
ARTICLE X

The By-Laws may prescribe the number of Directors necessary to constitute a quorum of the Board of Directors, which number may not be less than the majority of the whole Board of Directors. In case of vacancy in the Board of Directors, through death, resignation, disqualification or other causes, such vacancy shall be filled for the unexpired term by the affirmative vote of a majority of the remaining Directors. In case of any increase in the number of Directors, the additional Directors shall be elected by the affirmative vote of the majority of Directors then in office.

The Corporation may, at any meeting of the Board of Directors, sell, lease or exchange all of its property and assets, including its good will, and its corporate franchise or any property or assets essential to its corporate business, upon such terms and conditions either by cash, for the securities of any other corporation or corporations or for such consideration as its

Board of Directors may deem expedient and for the best interest of the Corporation when and as authorized by the affirmative vote of the holders of record of the majority of the stock of each class issued and outstanding, given at a stockholders meeting duly called for that purposes, or when authorized by the written consent of the holders of record of a majority of the stock of each class issued and outstanding.

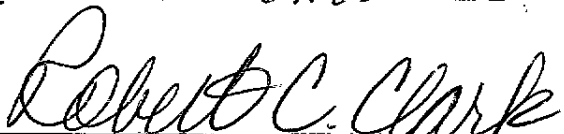
IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Vero Beach, Indian River County, Florida, for the uses and purposes aforesaid on this 19th day of November, 2001.


CYNTHIA M. JOHNSTON

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

PERSONALLY APPEARED before me, the undersigned authority, CYNTHIA M. JOHNSTON who is to me well known and known by me to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me, according to law, that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

Witness my hand and official seal at Vero Beach, Indian River County, Florida this 19th day of November, 2001.


Notary Public - ROBERT C. CLARK



Robert C. Clark
MY COMMISSION # CC876297 EXPIRES
October 17, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST ---- THAT SMALL BUSINESS CONSULTING SERVICES, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF VERO BEACH, STATE OF FLORIDA HAS NAMED ROBERT C. CLARK, ESQUIRE LOCATED AT 1601 20TH STREET, VERO BEACH, FLORIDA, 32960 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Cynthia M. Johnston
CYNTHIA M. JOHNSTON, Pres.

TITLE President

DATE 11-19-01

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE Robert C. Clark
ROBERT C. CLARK

DATE NOV. 19, 2001

FILED
01 DEC 10 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA