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January 28, 2002

Corporate Records Bureau
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-01/31/02--01028--010
*****78.75 *****78.75

Re: Kelley's Restaurant, Inc.

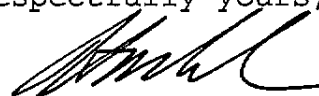
Dear Sir/Madam:

Enclosed herewith are the original and one copy of proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is a check in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Articles	8.75
Resident Agent Fee	<u>35.00</u>
	\$ 78.75

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a certified copy of the Articles.

Respectfully yours,



David M. Andrews

DMA:dds
Enclosures

FILED
2002 JAN 31 AM 9:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

82/6/02

ARTICLES OF INCORPORATION

OF

KELLEY'S RESTAURANT, INC.

FILED

2002 JAN 31 AM 9:56

SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, DONNA M. KELLEY, hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is KELLEY'S RESTAURANT, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 5,000 shares of common stock of the same class and at ten cents (10¢) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

The registered address and the principal office address of the Corporation in this State are: 4320 A1A South, Suite 8, St. Augustine, Florida 32080, and the name of the initial registered agent of this Corporation at the registered address is: DONNA M. KELLEY

ARTICLE VIII

The number of Directors of this Corporation shall not be less than ONE or more than THREE.

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Donna M. Kelley	President	309 S. Ocean Trace Road St. Augustine, FL 32080

ARTICLE X


The name and post office address of the subscribers to the Articles of Incorporation are:

<u>NAME OF SUBSCRIBER</u>	<u>ADDRESS</u>
Donna M. Kelley	309 S. Ocean Trace Road St. Augustine, FL 32080

ARTICLE XI

The power to adopt, amend, alter or repeal By-Laws shall be
vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands
and seals this 28th day of January, 2002.



DONNA M. KELLEY

STATE OF FLORIDA

COUNTY OF ST. JOHNS

THE FOREGOING INSTRUMENT was acknowledged before me this 28th
day of January, 2002, by DONNA M. KELLEY, who is personally
known to me or who produced _____ as
identification, and who did/did not take an oath.

(SEAL)


Notary Public
Printed Name: Sandra M. Raulerson
Commission Expires: April 12, 2004



Sandra M. Raulerson
MY COMMISSION # CC927232 EXPIRES
April 12, 2004
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


FILED

2002 JAN 31 AM 9:56

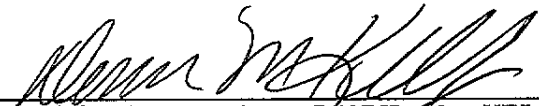
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST -- THAT KELLEY'S RESTAURANT, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS IN THE CITY OF ST. AUGUSTINE, COUNTY OF ST. JOHN'S,
STATE OF FLORIDA, HAS NAMED DONNA M. KELLEY, LOCATED AT 4320 A1A
SOUTH, SUITE 8, OF THE CITY OF ST. AUGUSTINE, COUNTY OF ST. JOHN'S,
STATE OF FLORIDA 32080, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

Signature: DONNA M. KELLEY

(Corporate Officer)
Title: President
Date: 1-28-2002

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: 
Resident Agent - DONNA M. KELLEY
Date: 1-28-2002