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March 21, 2002

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

700005154887--4  
-03/26/02--01005--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: David's Catfish House of SRC, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the proposed Articles of Incorporation for the above-referenced corporation. Would you please file the original and provide us with one certified copy of the Articles? We are enclosing a check payable to your order in the amount of \$78.75 in payment of the following items:

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>

TOTAL \$78.75

Thank you for your assistance in this matter and if you have any questions, please do not hesitate to contact me.

Very truly yours,

MOORE, HILL & WESTMORELAND, P.A.

*Judy Pinette*  
Judy Pinette, CLA to  
J. Lofton Westmoreland

/jap  
Enclosures  
cc: Mr. Doug Brauneck

FILED  
02 MAR 25 PM 2:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

G. BULLOCK APR 01 2002

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ARTICLES OF INCORPORATION  
OF  
DAVID'S CATFISH HOUSE OF SRC, INC.

FILED  
02 MAR 25 PM 2:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, who desire(s) to form a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be David's Catfish House of SRC, Inc.

ARTICLE II - PURPOSES

The general purposes for which this corporation is organized are:

- (1) To transact any lawful business or businesses for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary, implied, helpful, or desirable in order to accomplish the foregoing.

ARTICLE III - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE VI - CAPITAL STOCK

The number of shares of capital stock that the Corporation is authorized to issue is 1,000 shares with a par value of \$1.00 all of which shall be voting common shares.

ARTICLE V - REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation in this State is 220 West Garden Street, Sun Trust Tower, 9<sup>th</sup> Floor, Pensacola, Florida 32501. The initial registered agent at said registered office is J. Lofton Westmoreland.

ARTICLE VI - INCORPORATORS

The name and address of the incorporator is:

NAME

ADDRESS

J. Lofton Westmoreland

220 West Garden Street, 9th Floor  
Pensacola, Florida 32501

ARTICLE VII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Florida law.

ARTICLE VIII - MAILING ADDRESS

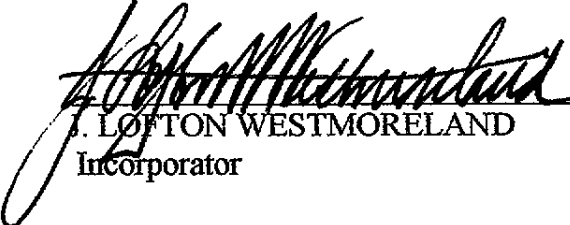
The street address of the initial principal office is 5129 Dogwood Milton, Florida 32570. The mailing address of the corporation is 3960 Overlook Circle, Pace, Florida 32571.

ARTICLE IX - STOCK RESTRICTION

The transfer of this stock is subject to the terms and conditions of a franchise agreement with DAVID'S CATFISH, INC. Reference is made to said franchise agreement and to restrictive provisions of the charter and by-laws of this corporation.

IN WITNESS WHEREOF, we have hereunto subscribed our names this

22 day of March, 2002.

  
J. LOFTON WESTMORELAND  
Incorporator

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 22 day of  
March, 2002, by J. Lofton Westmoreland, who is personally known to me or who produced  
N/A as identification and who did take an oath.

  
NOTARY PUBLIC



Judith A. Pinette  
MY COMMISSION # DD081451 EXPIRES  
January 27, 2006  
BONDED THRU TROY FAIR INSURANCE, INC

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

I, the undersigned, being the person named as the Registered Agent of David's Catfish House of SRC, Inc., a Florida corporation, hereby certify that I am familiar with the obligations provided for in Florida Statutes Section 607.0505 and hereby accept the appointment of Registered Agent and hereby accept said obligations.


Dated this 11 day of March, 2002.

  
J. LOFTON WESTMORELAND

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 22 day of March, 2002, by J. Lofton Westmoreland, who is personally known to me or who produced W/P as identification and who did/did not take an oath.

  
NOTARY PUBLIC  
My Commission Expires:



Judith A. Pinette  
MY COMMISSION # DD081451 EXPIRES  
January 27, 2006  
BONDED THRU TROY FAIN INSURANCE, INC.