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FILED

02 APR -8 AM 11:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WESLEY R. POOLE
H. PRICE POOLE, JR.
CAROL ANN FREEHAFFER
FRANCES G. BURGESS, C.L.A.

PLEASE REPLY TO:
POST OFFICE BOX 1280
FERNANDINA BEACH, FL 32035-1280
904/261-0742
FAX # 904/261-0745

April 5, 2002

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*****78.75 *****78.75

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: SPANKY'S SEAFOOD GRILL, INC.

Dear Sirs:

Enclosed are:

1. Our check in the amount of \$78.75; and
2. Original and one copy of Articles Of Incorporation for the above referenced corporation.

Please file and let us have your receipt therefor as soon as possible.

Thank you for your continued assistance.

Yours sincerely,

Wesley R Poole
Wesley R. Poole

WRP\fgb
Enclosures

CB 4-12

ARTICLES OF INCORPORATION
OF
SPANKY'S SEAFOOD GRILL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be SPANKY'S SEAFOOD GRILL, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 7,500 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VIII

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one (1) director whose name and address is as follows:

ALBEN W. YARBROUGH
706 Ogelthorpe Avenue
St. Simons Island, GA 31522

ARTICLE IX

The initial registered agent of the corporation is Wesley R. Poole, whose street address is: 303 Centre Street, Suite 200, Fernandina Beach, FL 32034.

ARTICLE X

No shareholder shall be permitted to transfer, sell, assign, pledge, bequeath, devise or otherwise in any manner dispose of or encumber any of his or her shares unless and until he or she shall have offered to sell all of his or her shares to the other shareholders and then to the corporation at a price equal to the book value thereof.

All share certificates issued by the corporation shall have marked on the face thereof:

"Subject to provisions of Articles of Incorporation, restricting transfer. Said Articles require the holder hereof to grant options to purchase the shares represented hereby first to the other shareholders and then to the corporation."

No dividend shall be paid on any shares transferred, pledged, assigned or encumbered in breach of this provision.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 202 West State Road 200, P. O. Box 1280, Fernandina Beach, FL 32035-1280.

ARTICLE XII

The name and address of the incorporator to these Articles of Incorporation is Wesley R. Poole, 303 Centre Street, Suite 200, Fernandina Beach, FL 32034.

The undersigned incorporator has executed these Articles of Incorporation this 5th day of April, 2002.

Wesley R Poole
WESLEY R. POOLE, Incorporator

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CONSENT TO SERVE AS REGISTERED AGENT
FOR
SPANKY'S SEAFOOD GRILL, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: 4-5-02

Wesley R. Poole
Wesley R. Poole
303 Centre Street
Suite 200
Fernandina Beach, FL 32034