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Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : DOOLEY & DRAKE, P.A.
Account Number : I20020000002
Phone : (941)954-7750
Fax Number : (941)951-1509

FLORIDA PROFIT CORPORATION OR P.A.

POPPY'S COURTHOUSE CAFE, INC.

Certificate of Status	0
Certified Copy	1
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9/18/02
9-19-02
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ARTICLES OF INCORPORATIONOFPOPPY'S COURTHOUSE CAFE, INC.

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

The name and principal office of this Corporation are:

POPPY'S COURTHOUSE CAFE, INC.
2080 Ringling Boulevard
#102
Sarasota, Florida 34236

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1432 First Street, Sarasota, Florida 34236, and the name of the initial registered agent of this Corporation at that address is J. Kevin Drake.

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ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall be:

JOSEPH H. BLUM
Address:
3420 Dunbar Drive
Sarasota, Florida 34232

THOMAS DE GIOVANNI
Address:
5738 Stone Point Drive
Sarasota, Florida 34233

**ARTICLE VI - RESTRICTIONS ON MEMBERSHIP TO
BOARD OF DIRECTORS**

This Corporation shall have Two (2) directors initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles are:

J. KEVIN DRAKE
1432 First Street
Sarasota, Florida 34236

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders, and except to the extent limited by the shareholders, in the Board of Directors.

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ARTICLE IX - DURATION

The existence of this Corporation shall commence on the date of subscription and acknowledgment of these Articles, and shall be perpetual.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 18th day of September, 2002.

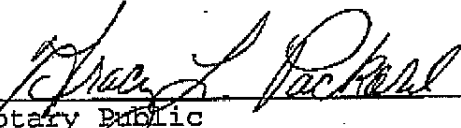


J. KEVIN DRAKE
Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the 18th day of September, 2002, by J. KEVIN DRAKE who is personally known to me or who produced _____ as identification and who did not take an oath.

 Tracy L. Packard
My Commission CC788148
Expires November 4, 2002



Notary Public
Print Name: TRACY L. PACKARD
My Commission expires:
[SEAL]

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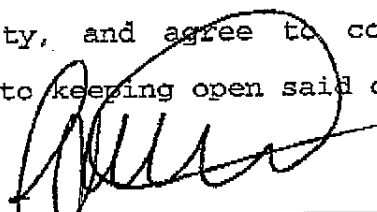
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First--That POPPY'S COURTHOUSE CAFE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Town of Sarasota, County of Sarasota, State of Florida, has named J. Kevin Drake, located at 1432 First Street, Sarasota, Florida 34236, County of Sarasota, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)


Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



J. Kevin Drake
Resident Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the 18th day of September, 2002, by J. KEVIN DRAKE, who is personally known to me or who has produced _____ as identification and who did not take an oath.

 Tracy L. Packard
My Commission CC788148
Expires November 4, 2002



NOTARY PUBLIC

Print Name:

TRACY L. PACKARD

My Commission expires:

[SEAL]

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