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TALLAHASSEE FLORIDA

g 11/12/02

JUDSON R. SMITH  
FISH LIPS GRILL - KINGSLEY, INC.  
958 CASSAT AVE.  
JACKSONVILLE, FL 32234

FILED

2002 NOV -8 PM 3:53

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

November 5, 2002

Secretary of State  
ATTN: Corporate Records  
P.O. Box 6327  
Tallahassee, FL 32314


RE: FISH LIPS GRILL - KINGSLEY, INC.

Dear Madam:

Enclosed please find the original Articles of Incorporation for the above referenced corporation.

Also please find a check in the amount of \$70.00 for filing the same. Your assistance in this matter is greatly appreciated.

Yours truly,



JUDSON R. SMITH

**ARTICLES OF INCORPORATION  
OF  
FISH LIPS GRILL - KINGSLEY, INC.**

**FILED**

2002 NOV -8 PM 3:51

I, the undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the Laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation shall be: FISH LIPS GRILL - KINGSLEY, INC.

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this corporation shall be:

958 CASSAT AVE JACKSONVILLE, FL 32205

**ARTICLE III - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE IV - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated, under Chapter 607, Florida Statutes, as now exists or may after be amended.

**ARTICLE V - CAPITAL STOCK**

The maximum number of shares this corporation is authorized to issue is 100 shares of ONE DOLLAR (\$1.00) par value common stock which will be designated as "Common Shares."

**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and office of this Corporation shall be:

JUDSON R. SMITH  
958 CASSAT AVE.  
JACKSONVILLE, FL 32205

**ARTICLE VIII - BOARD OF DIRECTORS**

This Corporation shall have no directors, initially. The affairs of the Corporation will be managed by the shareholders until such time directors are designated as provided by the Bylaws.

**ARTICLE IX - INCORPORATORS**

The name and address of the Incorporator signing these Articles is:

JUDSON R. SMITH  
6802 MANNING CEMETARY ROAD  
BALDWIN, FL 32234

## ARTICLE X - INDEMNITY

The Corporation shall indemnify any Officer or Director to the full extent permitted by law.

## ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or appeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

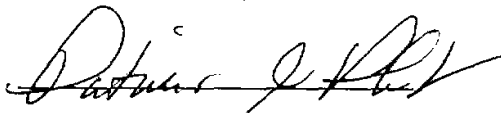
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 5<sup>th</sup> day of Nov, 2002.

  
JUDSON R. SMITH

## STATE OF FLORIDA COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JUDSON R. SMITH, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 5<sup>th</sup> day of Nov, 2002.



NOTARY PUBLIC, State of  
Florida at Large.  
My Commission Expires:




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

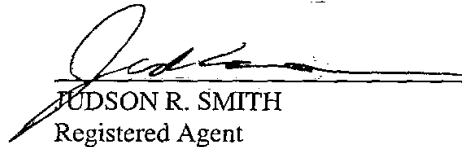
In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that FISH LIPS GRILL - KINGSLEY, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 958 Cassat Ave., Jacksonville, FL 32234 has named JUDSON R. SMITH. as its agent to accept service of process within Florida.

Dated: 11-5-02

  
JUDSON R. SMITH

Having been named to accept service of process for the above named 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 performance of my duties.

  
JUDSON R. SMITH  
Registered Agent

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CLERK OF STATE  
TALLAHASSEE FLORIDA