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HORACE SMITH, JR.
CHARLES D. HOOD, JR.
TERENCE R. PERKINS
WILLIAM E. LOUCKS
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K. JUDITH LANE
JEFFREY P. BROCK
TAMARA R. WENZEL
COREY A. BUNDZA
ALICIA R. WASHINGTON
MARIA KAZOURIS

444 SEABREEZE BOULEVARD
SUITE 900
DAYTONA BEACH, FLORIDA 32118

Send all correspondence to
POST OFFICE BOX 15200
DAYTONA BEACH, FLORIDA 32115

TELEPHONE (386) 254-6875
FACSIMILE (386) 257-1834
www.daytonalaw.com

HARRY G. McCONNELL
FRANK J. YONG
Of Counsel

December 3, 2002

Secretary of State
Corporate Division
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
12-03-02

Re: Scott's Beach Shack, Inc.

Dear Sir or Madam:

Enclosed herewith are the proposed Articles of Incorporation for the above referenced corporation, along with the Acceptance of Registered Agent which we ask be filed in your office. When the Articles have been filed, I would appreciate receiving a certified copy indicating the filing date. I have included a photocopy of the proposed Articles of Incorporation for that purpose.

Our check in the sum of $78.75 is enclosed to cover the following expenses:

Filing Fee	$35.00
Certified Copy:	$8.75
Registered Agent Fee	$35.00

Thank you for your attention to this matter.

Sincerely yours,

Harry G. McConnell

HGM/abh
Enclosures
Cc: client

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SCOTT'S BEACH SHACK, INC.

The undersigned subscriber to these Articles of Incorporation hereby states that he has formed a Corporation under the laws of the State of Florida, pursuant to Chapter 607 Florida Statutes (2002) and executes these Articles in witness thereof.

ARTICLE I

NAME

The name of this Corporation is: "Scott's Beach Shack, Inc."

ARTICLE II

EFFECTIVE DATE
12-03-02

DURATION

This Corporation shall exist perpetually, commencing with the execution of these Articles of Incorporation on the third day of December, 2002, until terminated in the manner prescribed by law.

ARTICLE III

PURPOSE

The purpose of this corporation shall be to conduct any lawful business, excepting only those kinds of businesses specifically excluded in this article. The general nature of the business to be transacted initially by this Corporation includes the operation of a restaurant located in Volusia County, Florida and conducting all such other activities as are permitted by law.

The Corporation may purchase, lease or otherwise acquire, real and personal property, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description.

The Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition. In furtherance of its affairs, the Corporation may conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

The Corporation may contract debts and borrow money, issue, sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

The Corporation may purchase the corporate assets of any other corporation and engage in the same or other type of business.

The Corporation may guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

The Corporation may do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment hereof, necessary or incidental to the protection and benefit of the Corporation, as principal, agent, director, trustee or otherwise, and, in general, either alone or in association with other corporations, firms or individuals, carry on any lawful business necessary or incidental to the accomplishment of the purposes or objects of the Corporation, whether or not such business is similar in nature to the purposes and objects set forth in these Articles of Incorporation or any amendment hereof.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation, it being intended that this Corporation shall exercise all powers generally granted to corporations under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 7,500 shares of common stock. The incorporators elect to establish this stock with a par value of $1.00 per share, all of which shall be fully paid and non-assessable.

ARTICLE V

PRE-EMPTIVE 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 or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. Details of the procedure for exercise of pre-emptive rights shall be set forth in a separate shareholder's agreement, but in the event no such agreement is prepared, these Articles shall serve to establish the pre-emptive rights of each shareholder.

ARTICLE VI

PRINCIPAL OFFICE, MAILING ADDRESS, REGISTERED OFFICE AND AGENT

The Corporation's principal office shall be 869 South Atlantic Avenue, Ormond Beach, Florida, 32176, until changed pursuant to these articles and the by-laws of the Corporation.

The Corporation's initial mailing address is 869 South Atlantic Avenue, Ormond Beach, Florida, 32176.

Harry G. McConnell is the initial registered agent of the corporation. His street address, which is the initial registered office of the Corporation, is 444 Seabreeze Boulevard, Suite 900, Daytona Beach, Florida 32118.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or reduced from time to time according to the procedures set forth in the By-Laws, but shall never be less than one. The name of the initial Director(s) of this Corporation is Scott A. Studner, whose address is 2 Highland Oaks Trail, Ormond Beach, Florida 32174.

ARTICLE VIII

INCORPORATORS

The person incorporating this Corporation and signing these Articles is Scott A. Studner, whose address is 2 Highland Drive, Ormond Beach, Florida 32174.

ARTICLE IX

BY-LAWS

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

ARTICLE X

ACTION BY DIRECTORS

The Director(s) of this Corporation may take action by written consent, as provided by law, in lieu of a meeting, but any action so taken shall be by unanimous written consent of the Directors.

ARTICLE XI

CONFLICTS

No contract or other transactions between the Corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that one or more of the Directors of the Corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any Director or Directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested.

No contract, act or transaction of the Corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of herself or himself, or any firm, association or corporation in which she or he may be in anywise interested.

Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that she or he is also a director of such subsidiary or controlled company.

ARTICLE XII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director or Officer, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved by reason of his/her being or having been Director or Officer of the Corporation, such expenses to include the cost of reasonable settlements (other than amounts paid to the Corporation itself) made with a view to curtailment of costs of litigation.

The Corporation shall not, however, indemnify any Director or Officer with respect to matters as to which he/she shall be finally adjudged in any such action, suit or proceeding to have been guilty of fraud or material misrepresentation to the Corporation, its Board of Directors, its stockholders, or any other person, nor in respect of any matter on which any settlement or compromise is effected, if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such Director or Officer in conducting such litigation to a final conclusion. The foregoing right of indemnification shall not be conclusive of other rights to which any Director or Officer may be entitled as a matter of law.

ARTICLE XIII

OFFICIAL DATE OF CORPORATE EXISTENCE

Pursuant to Section 607.0203(1) Florida Statutes (2001) the official existence of Scott's Beach Shack, Inc. shall begin immediately with the signing of these articles by the

incorporator, who is initially the sole holder of the Corporation's stock, on the third day of December, 2002.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to the foregoing Articles of Incorporation, this 3rd day of December, 2002.

Scott A. Studner

STATE OF FLORIDA)
):SS
COUNTY OF VOLUSIA)

The foregoing instrument, being the Articles of Incorporation of Scott's Beach Shack, Inc., was acknowledged before me, this third day of December, 2002 by Scott A. Studner, who is personally known to me.

HARRY G. MCCONNELL
Notary Public - State of Florida
My Commission Expires Dec 27, 2003
Commission # CC891754

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent to accept service of process for Scott's Beach Shack, Inc. at the place designated in these Articles, I hereby accept said appointment, and agree to comply with the provisions of said Act relative to keeping open the designated office.

Done this third day of December, 2002.

Harry G. McConnell

FILED
02 DEC -9 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA