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ACCOUNT NO. : 072100000032

REFERENCE : 924913 9955A

AUTHORIZATION : *Patricia Pigatto*

COST LIMIT : \$ 78.75

ORDER DATE : February 10, 2003

ORDER TIME : 10:51 AM

ORDER NO. : 924913-005

CUSTOMER NO: 9955A

CUSTOMER: Ms. Karolyn Sheekey  
Chiumento & Associates, P.a.

Suite B  
4 Old Kings Road North  
Palm Coast, FL 32137

DOMESTIC FILING

NAME: SIMOES & SONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION**

**of**

**SIMOES & SONS, INC.**

**FILED**

**03 FEB 10 AM 11:45**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned incorporators of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is:

**SIMOES & SONS, INC.**

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to operate a restaurant business; and to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To 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.

To loan money, to contract debts and borrow money, issue and 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 payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To 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 whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have

outstanding at any one time is: 100 shares of common stock with a no par value. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

#### **ARTICLE IV. TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE V. ADDRESS**

The street and mailing address of the initial principal office of this corporation in the State of Florida is 68 Fairbank Lane, Palm Coast, FL 32137. The Board of Directors may, from time to time, move the principal office or mailing address to any other addresses in Florida.

#### **ARTICLE VI. DIRECTORS**

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the stockholders.

#### **ARTICLE VII. INITIAL DIRECTORS**

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Jaime Simoes	68 Fairbank Lane Palm Coast, FL 32137
Irene Simoes	68 Fairbank Lane Palm Coast, FL 32137

#### **ARTICLE VIII. INCORPORATORS**

The name and post office address of each incorporator of these Articles of Incorporation is:

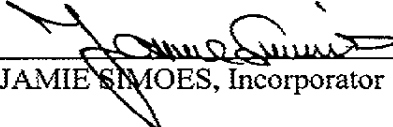
<u>Name</u>	<u>Address</u>
Jaime Simoes	68 Fairbank Lane Palm Coast, FL 32137

#### **ARTICLE IX. AMENDMENT**

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

**ARTICLE X. REGISTERED AGENT AND OFFICE**

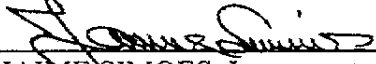
The registered agent and office for this corporation shall be Jaime Simoes, 68 Fairbank Lane, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation. The Registered Agent and office of the Corporation may be changed by the Corporation at anytime in accordance with the provisions of Florida law.

  
JAMIE SIMOES, Incorporator


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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST: THAT SIMOES & SONS, INC., DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS AT 68 FAIRBANK LANE, PALM COAST FL 32137, HAS NAMED JAIME SIMOES,  
68 FAIRBANK LANE, PALM COAST, STATE OF FLORIDA, 32137 AS ITS REGISTERED  
AGENT AND OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
JAMIE SIMOES, Incorporator  
DATE 9/6/03, 2003

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED 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 AND COMPLETE  
PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
JAIME SIMOES  
REGISTERED AGENT  
DATE: 2/6 / 2003

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TALLAHASSEE, FLORIDA