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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:

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

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 521-1030

FLORIDA PROFIT CORPORATION OR P.A.

SOUTHERNMOST RESTAURANT GROUP, INC.

Certificate of Status	1
Certified Copy	0
Page Count	123
Estimated Charge	\$78.75



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 21, 2003

CORPORATION SERVICE COMPANY

SUBJECT: SOUTHERNMOST RESTAURANT GROUP, INC.
REF: W03000020588

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAMEThe name of the corporation shall be:
Southernmost Restaurant Group, Inc.**ARTICLE II PRINCIPAL OFFICE**The principal place of business/mailling address is:
6 Allamanda Terrace
Key West, FL 33040**ARTICLE III PURPOSE**The purpose for which the corporation is organized is:
To transact any and all lawful business in which corporations organized under the Florida Business Corporation Law may engage.**ARTICLE IV SHARES**The number of shares of stock is:
999**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

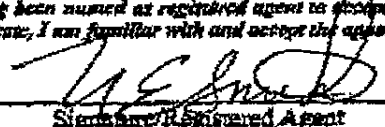
List name(s), address(es) and specific title(s):

Urban Eugene Smith, President, 6 Allamanda Terrace, Key West, FL 33040
Melissa Jeanne Smith Reading, Vice President, 437 Cedar Street, Maxwell AFB, AL 36113
Sue B. Smith, Secretary, 6 Allamanda Terrace, Key West, FL 33040
Sue B. Smith, Treasurer, 6 Allamanda Terrace, Key West, FL 33040**ARTICLE VI REGISTERED AGENT**

The name and Florida street address of the registered agent is:

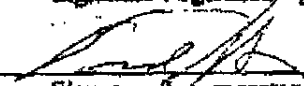
Urban Eugene Smith
6 Allamanda Terrace
Key West, FL 33040**ARTICLE VII INCORPORATOR**

The name and address of the incorporator is:

Fredrick B. Weber
Levin & Schredar, Ltd.
120 North LaSalle Street, Suite 3800
Chicago, IL 60602*****
Having been named as registered agent to accept service of process for the above named corporation in the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity
Signature/Registered Agent

7/16/2003

Date


Signature/Incorporator

7/16/2003

Date