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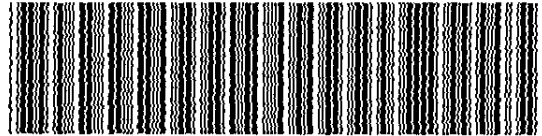
(Business Entity Name)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P32632

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

South County Associates

Signature _____

Requested by: RW 8/1

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File Domestication
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

CERTIFICATE OF DOMESTICATION

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TALLAHASSEE, FLORIDA
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The undersigned, Cynthia M. Rosa, President
(Name) (Title)

of South County Associates, Inc. a foreign Corporation,
(Corporation Name)
in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed is December 13, 1990.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being is the State of Maine.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication is South County Associates, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is South County Associates, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication is P.O. Box 9785, Portland, Maine 04104.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President, of South County Associates, Inc.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 8th day of May, 2003.

Cynthia M. Rosa
(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

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TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION
OF
SOUTH COUNTY ASSOCIATES, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **NAME.** The name of the corporation is SOUTH COUNTY ASSOCIATES, INC.
2. **DURATION.** The period of its duration is perpetual.
3. **PURPOSE.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida, more specifically to create, develop, deal in, and sell food and beverages in a restaurant setting and all food and beverage related services, of every kind or description.
4. **CAPITAL STOCK.** The corporation is authorized to issue 100 shares, all of one class, at no par value.
5. **INITIAL REGISTERED OFFICE AND AGENT.** The principal place of business and mailing address of the corporation shall be 314 South County Road, Palm Beach, Florida 33480 and the registered agent shall be CYNTHIA M. ROSA, whose office and mailing address is 201 Gregory Road, West Palm Beach, Florida 33405.
6. **INITIAL BOARD OF DIRECTORS.** This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial directors and officers of this corporation are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Cynthia M. Rosa	P/S/T/D	314 South County Road Palm Beach, FL 33480

7. **DIRECTOR QUORUM AND VOTING.** One Hundred (100%) percent of the directors shall constitute a quorum for a meeting of the directors of this corporation. If a quorum is present, the affirmative vote of One Hundred (100%) percent of the directors shall be the act of the Board of Directors.

8. **DIRECTOR CONFLICT OF INTEREST.** No contract or other transaction between the corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes if the contract is or has been executed by a Director who has no interest whether it be financial or otherwise in the other party to the contract.

9. **ACTIONS REQUIRING ONE HUNDRED (100%) PERCENT APPROVAL.** The Board of Directors of the corporation may not authorize any mortgage, dispose of assets, distribute proceeds, declare any dividend, sell, lease, pledge, or create a security interest in, any or all of the property and assets of the corporation for the purposes of securing the payment or performance of any obligation for the corporation, without obtaining prior shareholder approval of any and each such transaction by the vote or written consent of the holders of One Hundred (100%) Percent of the shares of the corporation entitled to vote thereon and not otherwise. In addition, One Hundred (100%) percent approval is required to engage in any business.


10. **MEETINGS BY CONFERENCE TELEPHONE.** Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law but regular meetings of the Board of Directors must be attended in fact in person by each director.

11. **AMENDMENT OF ARTICLES.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the directors and a vote of One Hundred (100%) percent of the directors is necessary to accomplish the amendment or repeal.

12. **SHAREHOLDER QUORUM AND VOTING.** One Hundred (100%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of One Hundred (100%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

13. **INCORPORATOR.** The name and address of the Incorporator signing these Articles of Incorporation is CYNTHIA M. ROSA, 201 Gregory Road, West Palm Beach, Florida 33405.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8th day of May, 2003.

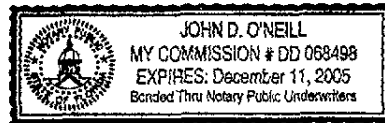

CYNTHIA M. ROSA
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared CYNTHIA M. ROSA and to me personally known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument and who did not take an oath..

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 8th day of May, 2003.

John D. O'Neill
Notary Public
My Commission Expires:



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance
with said Act:

First -- That SOUTH COUNTY ASSOCIATES, INC. desiring to organize under the laws
of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 314
South County Road, Palm Beach, Florida 33480 and has named CYNTHIA M. ROSA, located at
201 Gregory Road, West Palm Beach, Florida 33405 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.

By: 
CYNTHIA M. ROSA
"Resident Agent"

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