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LAW OFFICES

CHARMAINE C. POWELL
20401 N.W. 2ND AVENUE, SUITE 209
MIAMI, FLORIDA 33169

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

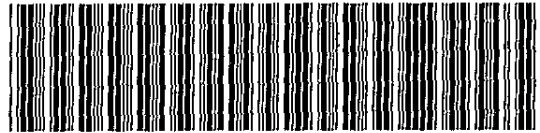
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ARTICLES OF INCORPORATION
OF
PALMER'S SEAFOOD AND STEAK HOUSE, INC.

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TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME

The name of the corporation shall be known as PALMER'S SEAFOOD AND STEAK HOUSE, INC. and shall conduct its corporate business at 1370 N.W. 175th Terrace, Miami, Florida 33169.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

This corporation shall exist perpetually. The corporate existence shall commence as of the filing of the Articles of Incorporation.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of operating restaurants, food service business and any related business thereto as well as any and all other legal business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to have outstanding, one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is

authorized to have outstanding is 200 shares of common stock at a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and the Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

PREEMPTIVE RIGHTS

The name of the initial registered agent of this corporation is The Law Office of CHARMAINE C. POWELL. The street address of the initial registered agent of the Corporation in the State of Florida is 20401 N.W. 2nd Avenue, Suite 209, Miami, Florida 33169.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by amendment of the by-laws of the corporation in the manner provided by law. The name and address of the initial directors are:

NAME

ADDRESS

JAMES PALMER

1370 N.W. 175TH TERRACE
MIAMI, FLORIDA 33169

VENCOTT ROGER PALMER

25 BRANDYWINE SQUARE
UCLID, OHIO 44143

ARTICLE VII
INCORPORATION

The name and address of the incorporator of these Articles of Incorporation is PALMER'S SEAFOOD AND STEAK HOUSE, INC., 1370 N.W. 175TH TERRACE, MIAMI, FLORIDA 33169

OFFICERS OF THE CORPORATION

JAMES PALMER - PRESIDENT

CONRAD JAMES PALMER - VICE-PRESIDENT

VERONICA JOY PALMER – TREASURER/SECRETARY

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

INDEMNIFICATION

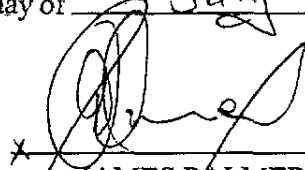
The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any former officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, I have made, subscribed, and acknowledged these Articles of Incorporation, this 8th day of July, 2003.


X _____
JAMES PALMER

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

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In compliance with Section 48.091 and 607.034, Florida statutes, the following is submitted.

First that desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 1370 N.W. 175TH TERRACE, MIAMI, FLORIDA 33169 has named LAW OFFICE OF CHARMAINE C. POWELL, 20401 N.W. 2ND AVENUE, SUITE 209, MIAMI, FLORIDA 33169, its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for PALMER'S SEAFOOD AND STEAK HOUSE, INC. at the place designated in this Articles of Incorporation, 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.

Date:

July 8, 2003

Charmaine Powell

Registered Agent

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE the undersigned authority duly authorized to administer oaths and to take acknowledgments, personally appeared this day, JAMES PALMER, who, is personally known to me, or who has produced the following identification document () as identification, and who took an oath and executed the foregoing instrument and he acknowledged before me that he is the person in the foregoing instrument, and he has read said document and the contents therein are true and correct, and he has executed the same for the uses and purposes therein expressed.

July SWORN TO AND SUBSCRIBED before me this 10th day of
2003.

[Signature]
NOTARY PUBLIC

My Commission Expires:

