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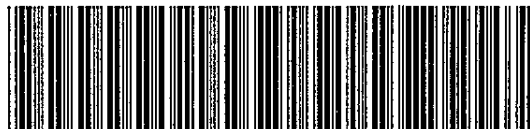
(Business Entity Name)

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03 DEC - 1 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Mark

Julianne R. Frank

A PROFESSIONAL ASSOCIATION

November 26, 2003

ATTORNEY AT LAW

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: GOODWIN MANAGEMENT, INC.

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50 representing payment of the following:

Filing Fee \$35.00
Certified copy fee \$52.50
Registered Agent \$35.00
Designation

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your attention to this matter.

Sincerely,

Julianne R. Frank, Esq.
**SIGNED IN HER ABSENCE
TO AVOID DELAY.**

Julianne R. Frank

JRF/mg

Enclosures as stated

cc: Mr. G. MARC GOODWIN
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ARTICLES OF INCORPORATION 03 DEC -1 AM 9:57
OF
GOODWIN MANAGEMENT, INC. TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation is to be GOODWIN MANAGEMENT, INC.

ARTICLE II

Duration

The corporation shall have perpetual existence.

ARTICLE III

Purpose

The Corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States or of this State, more specifically set out as follows:

1. To engage in retail restaurant management.
2. To transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with the foregoing business; and

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

Capital Stock

1. The aggregate number of shares which the Corporation is authorized to issue is SEVEN THOUSAND FIVE HUNDRED (7,500). Such shares shall be of a single class, and shall have a par value of ONE DOLLAR (\$1.00).

2. All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V

Initial Principal Business Address

The initial principal business address of the Corporation shall be 5809 SE Federal Hwy., Stuart, Florida 34997.

ARTICLE VI

Initial Registered Agent and Office of Registered Agent

The street address of the initial registered office of the Corporation is 5809 SE Federal Hwy., Stuart, Florida 34997. The name of the Registered Agent at such address is G. Marc Goodwin.

ARTICLE VII

Initial Board of Directors

The initial Board of Director shall consist of 2. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one.

The original Board of Directors shall consist of the following:

<u>Name</u>	<u>Address</u>
G. Marc Goodwin	5809 SE Federal Hwy. Stuart, Florida 34997
Gerald Goodwin	5809 SE Federal Hwy. Stuart, Florida 34997

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles of Incorporation is G. Marc Goodwin, 5809 SE Federal Hwy, Stuart, Florida 34997.

ARTICLE IX

Restrictions on Transfer of Corporate Stock

The Corporation may provide that any sale, assignment, transfer or other disposition for value of any of the shares of the corporation, or of any interest in it, now or hereafter owned or held by any shareholders shall be subject to the terms and provisions of a restrictive agreement, a copy of which is to be on the file in the Registered Office of the Corporation.

ARTICLE X

Shareholders' Preemptive Rights

The Corporation may provide that every shareholder, upon the issuance or sale for consideration of any new stock of this corporation of the same kind, class or series as that which he or she already holds, or upon the issuance or sale for proper consideration of any Corporate obligations which are convertible into or exchangeable for any stock of the Corporation, shall have the right to purchase his or her prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

Directors' Management Powers

All corporate powers shall be exercised by or under the authority of, and business affairs of the corporation shall be managed under the direction of, the Board of Directors, with the exception of those matters specifically set forth in the By-Laws of this Corporation.

ARTICLE XII

Amendment

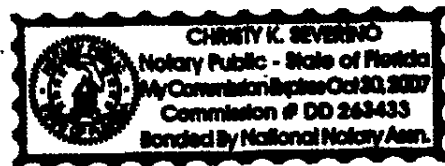
The Corporation reserves the right to amend or repeal any Amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

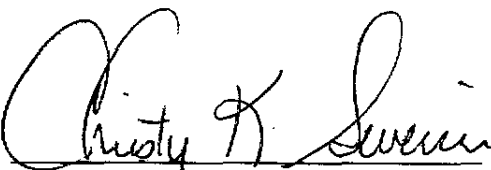
IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal this 22 day of November, 2003.


G. MARC GOODWIN

BEFORE ME, an officer duly authorized to take acknowledgements this day appeared Gerald M. Goodwin who acknowledged before me that he signed the within instrument as his own act and deed.

DATED this 22nd day of November, 2003.





NOTARY PUBLIC
State of Florida
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.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

FIRST: That GOODWIN MANAGEMENT, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the city of Jupiter, Florida, has named G. Marc Goodwin, located at 5809 SE Federal Hwy., Stuart, Florida 34997, as its agent to accept service of process for the Corporation within this State.

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


G. MARC GOODWIN

03 DEC -1 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA