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ACCOUNT NO. : 072100000032 REFERENCE: 428128 7293438 AUTHORIZATION : ' COST LIMIT : ORDER DATE: February 6, 2004 ORDER TIME : 12:42 PM ORDER NO. : 428128-005 CUSTOMER NO: 7293438 CUSTOMER: James L. Nichols, Esq James Larry Nichols, P.a. Suite 204 8191 College Parkway Fort Myers, FL 33919 DOMESTIC FILING NAME: NICKELS, INC. EFFECTIVE DATE: XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP _ ARTICLES OF ORGANIZATION PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: XX CERTIFIED COPY ___ PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING CONTACT PERSON: Darlene Ward - EXT. 2935 EXAMINER'S INITIALS:



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

February 7, 2004

CSC

RESUBMIT

Please give original submission date as file date.

SUBJECT: NICKELS, INC. Ref. Number: W04000005319

We have received your document for NICKELS, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

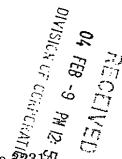
Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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Division of Comparations DO ROY 6227 Tallahaggas Florida \$9219

ARTICLES OF INCORPORATION

FILED

OF.

NICKELS BAR, GRILL & BACKAGE, INC.

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME.

The name of this Corporation shall be NICKELS BAR, GRILL & PACKAGE, INC.

ARTICLE II. COMMENCEMENT & DURATION.

The existence of the Corporation will commence upon filing as provided by the laws of the State of Florida, and will continue thereafter perpetually.

ARTICLE III, PRINCIPAL OFFICE.

The principal place of business of this Corporation and its mailing address shall be 1779 Rolling Rapids Drive, New Braunfels, Texas 78130.

ARTICLE IV. NATURE OF BUSINESS.

This Corporation is being formed to deal in all respects with owning, operating and managing a retail food and beverage establishment and all direct and indirect related activities of every kind and nature. This is not intended to limit the Corporation, and, it is specifically authorized to transact any and all lawful business which corporations formed under the Florida Business Corporation Act may transact.

ARTICLE V. CAPITAL STOCK.

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is Seventy Five Hundred (7500) shares of common stock of the same class, each having a par value of one (\$1.00) dollar. The Shareholders of this Corporation shall have no preemptive rights.

ARTICLE VI. REGISTERED AGENT & ADDRESS.

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The name and mailing address of the initial registered agent is as follows:

JAMES LARRY NICHOLS 8191 College Parkway, Suite 204 Fort Myers, Florida 33919 2004 FEB - 6 P 2: 34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

and, the street address of the Corporation's initial registered office is

8191 College Parkway, Suite 204 Fort Myers, Florida 33919

ARTICLE VII. INCORPORATOR.

This Corporation has one incorporator whose name and address is as follows:

JAMES LARRY NICHOLS 8191 College Parkway, Suite 204 Fort Myers, Florida 33919

ARTICLE VIII, DIRECTORS.

The number of members of the Board of Directors of this Corporation will be determined from time to time by the Shareholders, but shall never be less than one (1). It will, initially, have two (2) Directors, whose names and street address are as follows:

Robert H. Saulle 1779 Rolling Rapids Drive New Braunfels, Texas 78130 Shirley J. Saulle 1779 Rolling Rapids Drive New Braunfels, Texas 78130.

THE UNDERSIGNED has executed these Articles of Incorporation this 4th day of February, 2004. Having been named Registered Agent, I hereby accept and am familiar with the obligations of being registered agent of this Corporation, and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

JAMES LARRY NICHOLS
Incorporator and Registered Agent

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