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Account Name : SMITH, GAMBRELL & ROSSELL LLP  
Account Number : I20020000143  
Phone : (404) 815-3538  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**Moe's Jacksonville, Inc.**

Certificate of Status	0
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SMITH GAMBRELL RUSSELL

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

April 28, 2004

SMITH GAMBRELL & RUSSELL LLP

SUBJECT: MOE'S JACKSONVILLE, INC.  
REF: W04000016267

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

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**ARTICLES OF INCORPORATION  
OF  
MOE'S JACKSONVILLE, INC.**

**ARTICLE I - NAME**

The name of this Corporation is Moe's Jacksonville, Inc.

**ARTICLE II - ADDRESS**

The address of the principal office and mailing address of this Corporation is 268 Waters Edge Drive South, Ponte Vedra Beach, Florida 32082.

**ARTICLE III - NATURE OF BUSINESS**

This Corporation is organized to engage in any business permitted by law.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 100,000 shares of common stock, all of which shall be of the par value of \$.01 per share.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be 268 Waters Edge Drive South, Ponte Vedra Beach, Florida 32082. The name of its initial registered agent at such address is Jon Gordon.

**ARTICLE VI - DIRECTOR**

The initial director of the Corporation shall be Jon Gordon.

**ARTICLE VII - INCORPORATOR**

The name and address of the incorporator is Jon Gordon, 268 Waters Edge Drive South, Ponte Vedra Beach, Florida 32082.

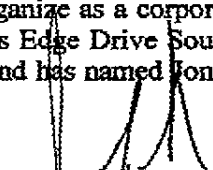
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27 day of April, 2004.

  
\_\_\_\_\_  
Jon Gordon  
Incorporator

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

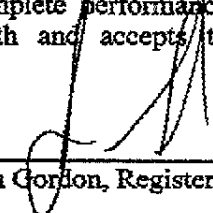
In compliance with Section 48.091, Florida Statutes, the following is submitted:

Moe's Jacksonville, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated 268 Waters Edge Drive South, Ponte Vedra Beach, Florida 32082, as its initial Registered Office and has named Jon Gordon located at said address as its initial Registered Agent.

  
\_\_\_\_\_  
Jon Gordon, Incorporator

4/27/04  
\_\_\_\_\_  
Date

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

  
\_\_\_\_\_  
Jon Gordon, Registered Agent

4/27/04  
\_\_\_\_\_  
Date

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