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July 13, 2004

Florida Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of:
Champions' BBQ, Inc.

Greetings:

Enclosed is the original and one copy of Articles of Incorporation of the above named proposed corporation.

Please approve these Articles of Incorporation, file the original, certify the copy, and return the same to the undersigned.

Enclosed is a check for \$78.75 for the filing fee, designation of Registered Agent fee, and one certified copy.

Very truly yours,

FOSTER AND FOSTER



D. William Foster

DWF/wh
Enclosures
Check: \$78.75

**ARTICLES OF INCORPORATION
OF
CHAMPIONS' BBQ, INC.**

The undersigned hereby adopts these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, provisions and immunities of a corporation for profit.

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ARTICLE II - NAME

The name of the corporation shall be:

CHAMPIONS' BBQ, INC.

ARTICLE III - DURATION

The corporation shall have perpetual existence.

FILED
04 JUL 15 PM 3:53
CLERK OF DISTRICT COURT
JUL 15 2004

CHAMPIONS' BBQ, INC.

Articles of Incorporation

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ARTICLE IV - PURPOSE

This corporation is organized for the following purposes: To provide and maintain restaurant, catering, and other food service facilities; to purchase, or lease, or otherwise acquire any interest in real and personal property of every kind, or character; to enter into, make, perform, and carry out any contracts of every kind, for any lawful purpose; to sell, or lease, or mortgage, or otherwise dispose of any real or personal property it owns, or any interest therein; and in general, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description, and to engage in and transact any and all lawful businesses for which corporations may be incorporated under the laws of the State of Florida, except that it shall not conduct a banking, safe deposit, trust, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

ARTICLE V - CAPITAL STOCK

The total number of shares authorized to be issued shall be 1,000 shares of common stock with a par value of \$1.00 per share, all of one class, participating voting stock. The consideration for said stock shall be paid for in lawful money of the United States of America, or in property, services, or labor rendered at a just valuation thereof, such valuation to be fixed by the stockholders. All such shares so issued, when the consideration therefore has been paid or delivered, shall be fully paid stock, and it shall not be liable for any further calls or assessments thereon.

ARTICLE VI - PRINCIPAL OFFICE OF CORPORATION

The principal office and mailing address for the Corporation shall be 8268 - 33rd Avenue North, St. Petersburg, Florida 33710.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 555 Fourth Street North, St. Petersburg, Florida 33701, and the name of the initial registered agent of the corporation at that address is DAVID W. FOSTER.

CHAMPIONS' BBQ, INC.

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ARTICLE VIII - INCORPORATORS AND INITIAL STOCKHOLDERS

The name and address of the incorporator and initial stockholder of this corporation is:

FREDERICK FLEMING
8268 - 33rd Avenue North
St. Petersburg, Florida 33710

ARTICLE IX - 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 the stockholders. The name and address of the initial director of this corporation is:

FREDERICK FLEMING
8268 - 33rd Avenue North
St. Petersburg, Florida 33710

Said director shall hold office until a successor is duly elected by the stockholders.

ARTICLE X - INITIAL OFFICERS

The business of this corporation shall be conducted by a President, Secretary and Treasurer, and such other officers as may be elected by the Board of Directors in the manner provided in the by-laws of the corporation. Any person may hold any two or more offices. The names and addresses of the initial officers of this corporation are:

FREDERICK FLEMING - President, Secretary and Treasurer
8268 - 33rd Avenue North
St. Petersburg, Florida 33710

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

CHAMPIONS' BBQ, INC.

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ARTICLE XII - BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the stockholders.

ARTICLE XIII. AMENDMENT

These Articles of Incorporation may be amended by the stockholders in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of July, 2004.

 (SEAL)
FREDERICK FLEMING, INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation beginning this 12 day of July, 2004.

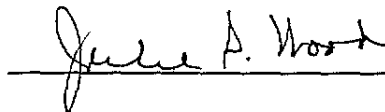
 (SEAL)
DAVID W. FOSTER, REGISTERED AGENT

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared **FREDERICK FLEMING**, who is personally known to me and known to me to be the person described in and who executed the foregoing **ARTICLES OF INCORPORATION**, as the **Incorporator**, and **DAVID W. FOSTER**, as the **Registered Agent** of said corporation, who after being by me first duly sworn depose and says that the statements contained in said instrument are true and she acknowledged that she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 12 day of July, 2004.

Notary Public: (Signature)





Julie S. Wood
MY COMMISSION # DD247000 EXPIRES
September 20, 2007
BONDED THRU TROY FAIN INSURANCE, INC.