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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 222904 7114976

AUTHORIZATION : *Patricia Ryzut*

COST LIMIT : \$ 78.75

ORDER DATE : February 24, 2005

ORDER TIME : 11:27 AM

ORDER NO. : 222904-005

CUSTOMER NO: 7114976

CUSTOMER: Ms. Liza Briegel  
Darden

6100 Lake Ellenor Drive

Orlando, FL 32809

DOMESTIC FILING

NAME: SMOKEY BONES, JOHNSON CITY,  
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: Carina L. Dunlap - EXT. 2951

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
SMOKEY BONES, JOHNSON CITY, INC.**

The undersigned, being over the age of eighteen (18) years and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I  
NAME**

The name of this Corporation shall be **Smokey Bones, Johnson City, Inc.**, and its principal place of business shall be located at 5900 Lake Ellenor Drive, Orlando, FL 32809.

**ARTICLE II  
COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence on the date of signing these articles of incorporation by the incorporator, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III  
GENERAL PURPOSE: GENERAL POWERS**

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida Business Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

Without limiting the generality of the foregoing purposes and powers, the Corporation shall have the power to own, conduct, maintain and carry on the operation of restaurant, cocktail lounges or similar establishments selling and dispensing food and alcoholic and non-alcoholic beverages; to apply for, own, hold, use and enjoy any and all licenses, permits and authorizations which may be required or be deemed necessary or desirable for the operation of any of its

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businesses, including, without limitation, all permits required in connection with the purchase, storage and sale of alcoholic beverages, and generally to do and perform everything necessary for carrying out the aforesaid purposes.

#### **ARTICLE IV CAPITAL STOCK**

1. **Number and Class of Shares Authorized; Par Value.** This Corporation is authorized to issue 1,000 shares of voting common stock having no par value.

2. **Voting Rights.** The holders of common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding common stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. **Consideration for Issuance of Stock.** The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement shall constitute payment or part payment for the issuance of stock of the Corporation.

4. **No Preemptive Rights.** No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or at any other price.

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

The initial registered office of this Corporation shall be located at 1201 Hays Street, Tallahassee, Florida 32301, and the initial registered agent of this Corporation at that address shall be Corporation Service Company. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and street address of the initial director(s) of this Corporation is:

Richard J. Walsh  
5900 Lake Ellenor Drive  
Orlando, Florida 32809

**ARTICLE VII**  
**INCORPORATOR**

The name and street address of the person signing these articles as incorporator is: E. Charlene Abney, 5900 Lake Ellenor Drive, Orlando, FL 32809.

**ARTICLE VIII**  
**BYLAWS**

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

**ARTICLE IX**  
**INDEMNIFICATION**

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

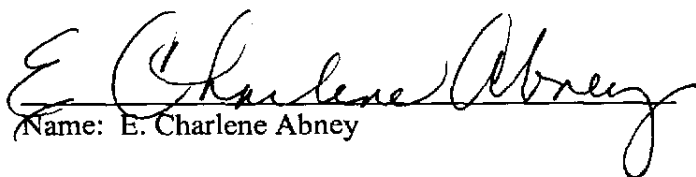
**ARTICLE X**  
**AMENDMENT**

The Shareholders reserve the right to amend or repeal any provisions contained in these articles of incorporation or any amendment hereto.

**ARTICLE XI**  
**HEADINGS AND CAPTIONS**

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

**IN WITNESS WHEREOF**, the undersigned does hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and does hereby subscribe thereto and hereunto set her name and seal this 23rd day of February, 2005.

  
Name: E. Charlene Abney

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:

**Smokey Bones, Johnson City, Inc.** (the "Company") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at: 5900 Lake Ellenor Drive has named and designated: **Corporation Service Company**, with its registered office located at: 1201 Hays Street, Tallahassee, Florida 32301, as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for **Smokey Bones, Johnson City, Inc.** (the "Company") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated as of this 24<sup>th</sup> day of February, 2005.

  
\_\_\_\_\_  
Registered Agent

**Brian Courtney**  
Asst. V. Pres.

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TALLAHASSEE, FLORIDA