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**FLORIDA PROFIT CORPORATION OR P.A.**

**Sierra Grille South, Inc.**

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SECRETARY OF STATE  
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**ARTICLES OF INCORPORATION  
OF  
SIERRA GRILLE SOUTH, INC.**

The undersigned, for the purpose of forming a Corporation for profit under the laws of the State of Florida, adopts the following Articles of Incorporation:

**Article I**

**Name**

**Section 1.1** **Name.** The name of this Corporation shall be **SIERRA GRILLE SOUTH, INC.**

**Article II**

**Principal Office and Mailing Address**

**Section 2.1** **Principal Office and Mailing Address.** The principal place of business and mailing address of this Corporation shall be 3060 Cypress Creek Drive North, Ponte Vedra Beach, Florida 32082.

**Article III**

**Capital Stock**

**Section 3.1** **Authorized Stock.** The maximum number of shares of capital stock that the corporation is authorized to have outstanding at any time shall be 10,000 shares of Common Stock having no par value per share. All stock issued shall be fully paid and non-assessable.

**Article IV**

**Initial Registered Agent and Address**

**Section 4.1** **Name and Address.** The name and street address of the initial registered agent of this corporation is:

Randal C. Fairbanks, Esq.  
Brennan, Manna & Diamond, P.L.  
The SunTrust Building  
76 S. Laura Street, Suite 2110  
Jacksonville, Florida 32202

**Article V**

**Incorporator**

**Section 5.1** **Name and Address.** The name and street address of the incorporator of this corporation is:

Randal C. Fairbanks, Esq.  
Brennan, Manna & Diamond, P.L.  
The SunTrust Building  
76 S. Laura Street, Suite 2110  
Jacksonville, Florida 32202

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**Article VI**  
**Effective Date; Duration**

**Section 6.1** **Effective Date.** The corporation's corporate existence shall commence on the date these Articles of Incorporation are filed with the Department of State of the State of Florida.

**Section 6.2** **Duration.** This corporation shall exist perpetually.

**Article VII**  
**Purposes**

**Section 7.1** **Purposes.** The general nature of the businesses to be conducted by the Corporation shall be to engage in any activity or business permitted under the laws of the United State of America and of the State of Florida.

**Article VIII**  
**Directors**

**Section 8.1** **Number.** This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, but shall never be less than one (1).

**Article IX**  
**Bylaws**

**Section 9.1** **Bylaws.** The initial Bylaws of this Corporation shall be adopted by the director. Additional Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors.

**Article X**  
**Amendment**

**Section 10.1** **Amendment.** This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, in Incorporator has executed these Articles of Incorporation this 28<sup>th</sup> day of April, 2005.

  
\_\_\_\_\_  
RANDAL C. FAIRBANKS

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**ACCEPTANCE OF REGISTERED AGENT**

Having been named in the foregoing Articles of Incorporation to accept service of process for the above state Corporation at the place designated therein, and being familiar with the duties and responsibilities as registered agent for said Corporation, I hereby agree to act in this capacity and to comply with the provisions of the Florida Business Corporation Act.

DATED this 28<sup>th</sup> day of April, 2005.

BRENNAN, MANNA & DIAMOND, P.L.

  
\_\_\_\_\_  
RANDAL C. FAIRBANKS  
Member

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