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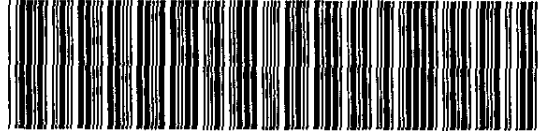
(Business Entity Name)

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 808299 83925A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 12, 2006

ORDER TIME : 11:19 AM

ORDER NO. : 808299-005

CUSTOMER NO: 83925A

DOMESTIC FILING

NAME: ROSE AND ROSE ENTERPRISES II,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

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

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TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**ROSE AND ROSE ENTERPRISES II, INC.**

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The undersigned, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I**  
**NAME**

The name of this Corporation is ROSE AND ROSE ENTERPRISES II, INC.

**ARTICLE II**  
**DATE OF BEGINNING EXISTENCE**

The Corporation shall exist upon the filing of these Articles.

**ARTICLE III**  
**PURPOSE**

The general nature of the business to be transacted by this Corporation is:

- (a) To engage in every phase and aspect of a food and beverage business.
- (b) To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investment for the furthering of the food and beverage business.
- (c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furtherance of any of the proposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and; in general, either alone or in association with other corporations, firms, partnerships, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the

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furtherance of such purposes or objects of this Corporation.

- (d) The foregoing paragraphs shall be construed as enumerating both objects and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

#### **ARTICLE IV** **SHARES OF STOCK**

This Corporation is authorized to issue 1,000 shares of common stock having a par value of \$1.00 per share.

#### **ARTICLE V** **PRINCIPAL OFFICE**

The Principal office and mailing address of the corporation is 2327 Costa Verde Blvd., Suite 101, Jacksonville Beach, Florida 32250.

#### **ARTICLE VI** **REGISTERED AGENT**

The name and street address of the initial registered agent of this Corporation is:

James R. Rose  
2327 Costa Verde Blvd, Suite 101  
Jacksonville Beach, Florida 32250.

#### **ARTICLE VII** **PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind of series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares

preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the price, terms and conditions of the issue of the shares inviting it to exercise its preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### **ARTICLE VIII** **INCORPORATOR**

The names and addresses of the incorporator is:

James R. Rose  
2327 Costa Verde Blvd.  
Suite 101  
Jacksonville Beach, Florida 32250

#### **ARTICLE IX** **INITIAL OFFICERS AND DIRECTORS**

This Corporation shall have one Director and one Officer initially. The number of Directors and Officers may be increased or diminished from time to time by the Bylaws adopted by the Shareholders, but shall never be less than one. The name and address of the initial President and Director of this corporation is:

James R. Rose President and Director  
2327 Costa Verde Blvd.  
Suite 101  
Jacksonville Beach, Florida 32250

#### **ARTICLE X** **ADOPTION, AMENDMENT OR REPEAL OF BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders. Any proposed Bylaw or Amendment to a Bylaw will require a vote of 65% of the shareholders.

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**ARTICLE XI**  
**AMENDMENT OR REPEAL OF ARTICLES OF INCORPORATION**

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Any proposed amendment of the Articles of Incorporation will require a vote of 65% of the shareholders.

**ARTICLE XIII**  
**RATIFICATION OF CERTAIN ACTIONS**

In order to ratify the following actions, a 100% vote of the shareholders is required:

1. Sale or acquisition of assets in excess of \$2,000.00.
2. Merger, consolidation or reorganization.
3. Liquidation or dissolution.
4. Borrowing of money.

In order to ratify the following actions, a 65% vote of the shareholders is required:

1. Annual salaries, bonuses, dividends, loans and other compensation or distributions of the corporation's profits to the shareholders, officers and/or directors.
2. Election of directors.
3. Hiring and termination of employees at a salary in excess of \$15,000.00 per year.
4. All transactions that are not in the ordinary course of business.

**ARTICLE XIV**  
**CONSENT TO ACTION BY DIRECTORS**

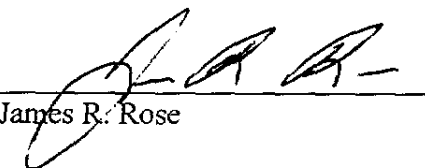
Unless other prohibited by the laws of the State of Florida, any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing,

setting forth the actions so to be taken, signed by all the directors is filed in the minutes of the proceedings of such board of directors. Such consent shall have the same effect as a unanimous vote.

**ARTICLE XV**  
**CONSENT TO ACTION BY SHAREHOLDERS**

Pursuant to the laws of the State of Florida, any action required to be taken at any annual or special meeting of the shareholders may be taken without a meeting, without prior notice and without a vote, if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than a minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shareholders entitled to vote thereon were present and voted. This action shall not be taken in regard to those matters provided in Article XIII of the Articles of Incorporation in which event a special meeting shall be required to be called and held for those purposes. Within ten (10) days after obtaining such authorization by written consent, notice shall be given to those shareholders who have not consented in writing. The notice shall fairly summarize the material features of the authorized action.

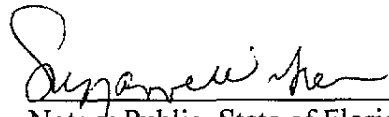
IN WITNESS WHEREOF, we the subscribers have executed these Articles of Incorporation this 6 day of January, 2006.

  
James R. Rose

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared James R. Rose, personally known to me to be the individual described in and who executed the foregoing instrument, or who produced FL Drivers License as identification and who (did/did not) take an oath, and who acknowledged the execution thereof to be their own free act and deed.

WITNESS my hand and seal this 6 day of January, 2006.

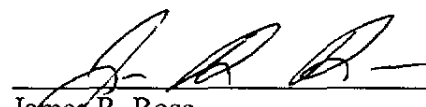
  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires



ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above named corporation, ROSE AND ROSE ENTERPRISES II, INC., at the place designated in the above Articles Of Incorporation and this this certificate. I am familiar with and accept the appointment as registered agent for the Corporation, and agree to act in this capacity and comply with the applicable provisions of the Florida Statutes.

Dated this 6 day of JANUARY, 2006.

  
\_\_\_\_\_  
James R. Rose  
Registered Agent

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