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2006 NOV - 1 PM 1:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Wilburn Matthews
3074 State Road 674
Ruskin, Florida 33570

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

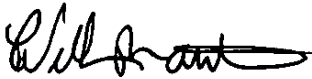
Dear Sir,

Enclosed herein, you will find corporate papers for M and O Restaurant, Inc. along with a check for seventy-eight dollars and seventy-five cents (\$78.75).

Please accept the enclosed, file corporate papers, and return corporate papers to me along with the certificate of incorporation.

Thanking you, I am

Yours truly,

A handwritten signature in black ink, appearing to read 'Wilburn Matthews', with a stylized flourish at the end.

Wilburn Matthews

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ARTICLES OF INCORPORATION

FOR

M and O Restaurant, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, Wilburn Matthews, who is over the age of twenty-one (21) years of age and is competent to contract for the purpose of organizing a corporation under the provisions of Chapter 607, Florida Statutes, 1977 and all law amendatory thereof or supplemented thereto, does hereby, on behalf of said corporation, accept all of the rights, privileges, benefits, and obligations conferred and imposed by said Chapter, and does hereby adopt the following Articles of Incorporation as the Chapter of the Corporation hereby organized. The undersigned, Wilburn Matthews, subscribes, acknowledges and files with the Secretary of State for the State of Florida these Articles of Incorporation for the purpose of forming a corporation of profit in accordance with the laws for the State of Florida.

ARTICLE 1

- 1.1) Name. The name of the corporation shall be M and O Restaurant, Inc.

ARTICLE 2

- 2.1) Purposes. The primary purpose for which the corporation is organized is as follows:
- a. To do business as a restaurant and to do those things and activity in food services to make a profit.
- 2.2) Statutory Powers. Subject to any specific written limitations or restrictions imposed by the Statutes of the State of Florida, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the purpose set forth in Section 2.1 of this Article 2, the corporation shall have and exercise the specific powers:
- (a) To Appoint Officers and Agents. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

- (b) To Act as Agent. To act in the state of Florida and in any state, territory, district, or possession of the United States or in any foreign country, in the capacity of agent or representative for any individual, association, corporation or other legal entity, respecting any business, the purpose of which is similar to the purposes set forth in Section 2.1 of this Article 2.
- (c) To Deal in Real Property. To acquire (by purchase, exchange, lease, hire or otherwise) hold, own, improve, manage, operate, let as lessor, sell, convey, mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and where so ever situated, and any interest therein.
- (d) To Deal in Personal Property Generally. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, manage, pledge, hypothecate, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property and commodities of every kind, character and description whatsoever and where so ever situated, and any interest therein.
- (e) To Deal in Securities Generally. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, sue, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (f) To Deal in its own Securities. To purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of the shares of the corporation, but it shall not purchase, wither directly or indirectly, its own shares except out of its earned surplus or, with affirmative vote of the holders of at least two-thirds (2/3) of all shares entitled to vote thereon, out of its capital surplus, except as otherwise permitted by the Statutes of the State of Florida, by other law, or by these Articles of Incorporation.
- (g) To Deal in Charters, Licenses, and Memberships. To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease, sell, convey or mortgage, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to charters, franchises, licenses, permits, whether indeterminate or otherwise, certifications of convenience and necessity, certificates of authority, membership, seats on commodity and other exchanges, and other authorizations necessary lawfully to accomplish the purposes set forth in Section 2.1 of this Article 2.

- (h) To Deal in Inventions, Copyrights, and Trademarks. To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease and sell, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to inventions, improvements, letters patent and applications therefore, licenses, formulas, privileges, processes, copyrights and applications therefore, and trade names and applications therefore.
- (i) To Deal in Good Will. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, assign, lease, sell, convey or mortgage, either alone or in conjunction with others, the rights, property and business of any person, entity, partnership, association or corporation heretofore or hereafter engaged in any business, the purpose of which is similar to the purposes set forth in Section 2.1 of this Article 2.
- (j) To Enter into Profit Sharing Arrangements and Partnerships. To enter into any lawful arrangements for sharing profits, union of interest, reciprocal association, cooperative association, with any corporation, association, partnership, individual or other legal entity, for carrying on of any business, the purpose of which is similar to the purposes set forth in Section 2.1 of this Article 2, and to enter into any general or limited partnership the purpose of which is similar to the purposes set forth in Section 2.1 of this Article 2.
- (k) To Make Contracts. To enter into, make, perform and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.
- (l) To Execute Guaranties. To make any guaranty respecting stocks, dividends, securities, indebtedness, interests, contracts or other obligations created by an individual, partnership, association, corporation or other entity, to the extent that such guaranty is made pursuant to the purposes set forth in Section 2.1 of this Article 2.
- (m) To Borrow Funds. To borrow or raise monies for any of the purpose of the corporation set forth in Section 2.1 of this Article 2 and, from time to time, without limitations as to amount: to execute, accept, endorse and deliver, as evidence of such borrowing, all kinds of securities including but without limiting the generality thereof, promissory notes, drafts, bills of exchanges, warrants, bonds, debentures and other negotiable instruments and evidence of indebtedness; and to secure the payments and full performance of such secured by mortgage on, or pledge, conveyance or assignment in trust of the whole or any part of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.
- (n) To Lend Funds Generally. To lend money for any of the purposes set forth in Section 2.1 of this Article 2, invest its funds from time to time, and take and

hold real and personal property as security for the payment of funds so loaned or invested; but to make no loans secured by the shares of the corporation.

ARTICLE 3

Capital Stock

- 3.1) Number of Authorized Shares. The aggregate number of shares which the corporation shall have authority to issue is ten thousand (10,000) shares of common stock, having a par value of one dollar (\$1.00) per share.
- 3.2) Right and Method of Voting. At every meeting of the stockholders, every holder of the common stock of the corporation shall be entitled to one (1) vote for each share of common stock standing in his name on the books of the corporation. At each election for directors, every holder of the common stock of the corporation shall have the right to vote, in person or by proxy, the number of shares owned by him and many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.
- 3.3) Payment for Shares. The consideration for the issuance of the common stock of the corporation may be paid, in whole or in part, in money or other property, tangible or intangible, or in labor or services actually performed for the corporation. When payment for the consideration for which such shares are to be issued shall have been received by the corporation, such share shall be deemed to be fully paid and non-assessable. Neither promissory note nor future services shall constitute payment or part payment for such shares of the corporation. In the absence of fraud in the transaction, the judgement of the Board of Directors or the stockholders, as the case may be, as to the value of the consideration received for such shares shall be conclusive. No certificate shall be issued for any shares until such share is fully paid.
- 3.4) Dividends. The holders from time to time of the common stock of the corporation shall be entitled to receive, when and as declared by the Board of Directors, from the net earnings or from the surplus of the assets over the liabilities, including capital, of the

corporation, but not otherwise, dividends payable either is cash, in property or in shares of the common stock of the corporation.

- 3.5) Pre-emptive Rights. The holders from time to time of the common stock of the corporation shall have the pre-emptive right to purchase at such respective equitable prices, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the common stock of the corporation as may be issued from time to time, over and above the issues of the first shares of the common stock of the corporation which have never previously been sold. Such pre-emptive right shall apply to all such shares issued after such first shares, whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the corporation, and shall be exercised in the respective ratio which the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

ARTICLE 4.

Initial Capital

- 4.1) Initial Capital. The amount of capital with which the corporation will begin business is five hundred dollars (\$500.00).

ARTICLE 5

Period of Duration

- 5.1) Period of Duration. The period of duration of the corporation is perpetual.

ARTICLE 6

Address

- 6.1) Address. The initial address of the corporation in the State of Florida is 3074 State Road 674, Ruskin, Florida 33570. The Board of Directors may from time to time, move the principle office to any other address in Florida.

ARTICLE 7

Data Respecting Directors

- 7.1) Initial Board of Directors. The initial Board of Directors shall consist of two (2) people, who need not be a resident of the State of Florida nor a stockholder of the corporation. The Initial Board of Directors shall hold the organization meeting of the corporation.
- 7.2) Names and Addresses. The names and address of the member of the Initial Board of Directors, who shall serve until the first annual meeting of the stockholders or until their successors shall have been elected and qualified are:

Wilburn Matthews
3074 State Road 674
Ruskin, Florida 33570

Oswald Barnett
3074 State Road 674
Ruskin, Florida 33570

- 7.3) Increase or Decrease of Directors. The number of directors may be increased from time to time by amendment of the By-laws, but no decrease shall have the effect of shortening the term of any incumbent director. The number of directors shall never be less than one (1).

ARTICLE 8.

Incorporator

- 8.1) Incorporator. The name and address of the subscriber to the Articles of Incorporation is:

Wilburn Matthews
3074 State Road 674
Ruskin, Florida 33570

ARTICLE 9.

Provision for Regulation of the Internal

Affairs of the Corporation

- 9.1) Meetings of Stockholders. Meetings of the stockholders of the corporation may be held at such place, either within or outside the State of Florida, as may be provided in the By-laws. In the absence of any such provisions all meetings shall be held at the principal office of the corporation.

- 9.2) Meetings of the Directors. Meetings of the Board of Directors of the corporation, regular or special, may be held either within or outside the State of Florida.
- 9.3) By-laws. The initial By-laws of the corporation shall be adopted by its Board of Directors. The power to amend, alter or repeal the By-laws, or to adopt new By-laws, shall be vested in the Board of Directors. The By-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the provisions of Chapter 607 of the Florida Statutes or other law, or these Articles of Incorporation.
- 9.4) To Whom Shares May Be Sold. Subject to the provisions of Section 3.5 of Article 3. of these Articles of Incorporation, any of the shares of the corporation may be issued, sold or otherwise disposed of by it from time to time to such persons, corporation or other legal entities, as the Board of Directors of the corporation may determine.
- 9.5) Interest of Directors in Contracts. Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm in which one or more of its directors is a member or employee or in which they are interested, or between the corporation and any corporation or association in which one or more of its directors is a stockholder, member, director, officer or employee, or in which they are interested, shall be valid for all purposes notwithstanding the presence of such director(s) at the meeting of the Board of Directors of the corporation which acts upon or in reference to such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present, such interested director(s) to be counted in determining whether a quorum is present but not to be counted in determining whether a quorum is present but not to be counted in calculating the majority necessary to carry such vote. This section shall not be construed so as to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE 10

Amendments

- 10.1) Amendments to Articles of Incorporation. The corporation reserves the right, from time to time, to amend, alter or repeal, or to add any provision to its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of any other applicable statute of the State of Florida and all rights conferred upon stockholders by these Articles of Incorporation, or any amendment hereto, are granted subject to this reservation.

ARTICLE 11

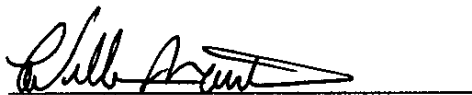
Designation of Registered Agent

- 11.1) Registered Agent. The Registered Agent of the corporation and his address, until proper notification of change thereof is given to the Secretary of State of the State of Florida, shall be Wilburn Matthews, 3074 State Road 674, Ruskin, Florida 33570.

ARTICLE 12

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

IN WITNESS WHEREOF, WILBURN MATTHEWS, the undersigned, has executed this Certificate of Incorporation for the uses and purposes herein stated.

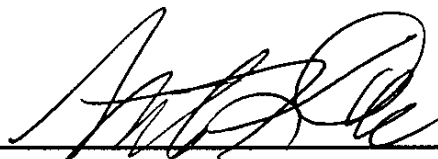
A handwritten signature in dark ink, appearing to read 'Wilburn Matthews', is written over a horizontal line.

Wilburn Matthews

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I hereby certify that this date before me, a Notary Public duly authorized to take acknowledgements, personally appeared Wilburn Matthews to me known to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to these Articles of Incorporation.

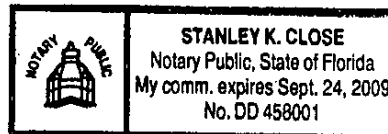
WITNESS my hand and official seal this 27th day of OCTOBER, 2006.



NOTARY PUBLIC

My Commission Expires:

9/24/09



ACCEPTANCE

I HEREBY ACCEPT appointment as Registered Agent of the above-named corporation, and agree to serve as such until my successors shall have been named by the directors of the corporation and the proper department of the State of Florida notified thereof.

A handwritten signature in cursive script, appearing to read "Wilburn Matthews", written over a horizontal line.

Wilburn Matthews

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA