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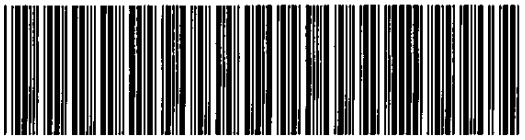

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRD 12-21-06

TAX ADVANTAGE

Income Tax Services
Financial & Insurance Services
Accounting & Bookkeeping Services

JAMES K. REESE, EA

1201 North Third Street • Jacksonville Beach, Florida 32250 • (904) 241-0050 • Fax (904) 241-0752

December 18, 2006

Department of State
Divisions of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Fl. 32301

Re: Articles of Incorporation – TC & T Restaurants, Inc.

Dear Sir or Madam:

Enclosed are (2) original Articles of Incorporation for the above referenced corporation and my check in the amount of $70.00 for the filing fees. Please file the Articles and return one copy of f the Article to me at the above address.

If you have questions, please do not hesitate to call me.

Sincerely,

James K. Reese, EA

Enclosures:
(2) Copies of Articles of Incorporation
Check for $70.00

ARTICLES OF INCORPORATION

OF

TC&T RESTAURANTS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be:

TC&T RESTAURANTS, INC.

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

To engage in services and activities associated with decision-making in the public and private sector.

To engage in any other lawful business, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, convey, assign, transfer, or otherwise dispose of, and to invest in and hold real or personal property, of every class, kind, and description, and to otherwise engage in any legal business or activity permitted under the laws of the State of Florida and in all other States and counties.

To conduct said business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and license in the State of Florida and in all other States and counties.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages and transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, mortgage, transfer, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, of any other corporation of the State of Florida or any other State or Government, and while owner of such stock to exercise all of the rights, powers, and privileges of ownership, including the right to vote such stock.

ARTICLE II - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares at no par value.

ARTICLE III - PREEMPTIVE RIGHT

Holders of the common stock shall have the right to subscribe and purchase their pro rata shares of any new common stock which may be issued by the corporation.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be at 558 6th Avenue South, Jacksonville Beach, FL 32250.

ARTICLE VI - INITIAL REGISTERED AGENT & ADDRESS

The name and address of the initial registered agent is Teresa A. Davis, at 558 6th Avenue South, Jacksonville Beach, FL 32250.

ARTICLE VII - DIRECTORS

This corporation shall not have more than two (2) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders.

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

The name and address of the Initial Director and Officers are:

NAME	ADDRESS
Teresa A. Davis P/D/S	558 6th Avenue South Jacksonville Beach, Florida 32250
William A. Davis D/VP/T	558 6th Avenue South. Jacksonville Beach, Florida 32250

ARTICLE IX - INCORPORATOR

The name and street address of the Incorporator of these Articles of Incorporation is:

NAME	ADDRESS
Teresa A. Davis	558 6th Avenue South Jacksonville Beach, Florida 32250

ARTICLE X - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI - SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE XII - EFFECTIVE DATE

These Articles of Incorporation shall be effective on the date of filing.

Teresa A. Davis
Incorporator

STATE OF FLORIDA
COUNTY OF Duval

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in State and County named above to take acknowledgments, personally appeared Teresa A. Davis to me known to be the person described as subscribed in and executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above on this the 14th day of December, 2006.

Notary Public

DIANE C. STEVENSON
MY COMMISSION # DD490416
EXPIRES: Nov. 14, 2009
(407) 398-0153 Florida Notary Service.com

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

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TALLAHASSEE, FLORIDA

The name of the corporation is:

TC&T RESTAURANTS, INC.

The name and address of the Registered Agent and Office

Teresa A. Davis
558 6th Avenue South
Jacksonville Beach, FL 32250

SIGNATURE Teresa A. Davis
Teresa A. Davis
TITLE President
DATE 12-14-06

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statues relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

SIGNATURE Teresa A. Davis
Teresa A. Davis
DATE 12-14-06