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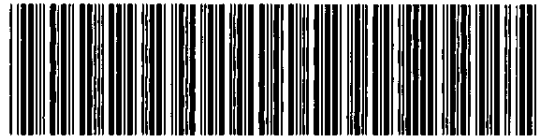
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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MRS  
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FILED  
07 NOV 20 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
11/15/07



November 19, 2007

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

**RE: Wings Over Florida, Inc.**

Dear Madam/Sir:

Enclosed for filing is the original and one (1) copy of the Articles of Organization regarding the above referenced limited liability company. In this regard, please accept our firm's check in the amount of \$87.50 for filing fees as follows:

Articles of Incorporation:	\$35.00
Registered Agent Fee:	35.00
Certified Copy of Record:	8.75
Certificate of Status	<u>8.75</u>

**TOTAL:** \$87.50

Please acknowledge receipt of these documents by date stamping the enclosed copy of this letter and returning same with the Certified Copy of the Articles of Organization.

If you have any questions, please feel free to contact our office.

Sincerely,

Deborah Panetta  
Enclosures

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*Weaster Law Firm*

**ARTICLES OF INCORPORATION  
OF  
WINGS OVER FLORIDA, INC.**

**FILED**  
07 NOV 20 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
**EFFECTIVE DATE**  
11/15/07

The undersigned hereby files these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida.

**ARTICLE I.**

The name of the Corporation shall be: **WINGS OVER FLORIDA, INC.**

**ARTICLE II.**

The general nature of the businesses to be transacted by the Corporation shall be to conduct franchised restaurant operations and all incidents of food and beverage services which are attendant thereto or compatible or ordinary to same, and to undertake any and all activities allowed by law.

**IN GENERAL**, and in connection with the foregoing, the Corporation shall enjoy and may use, exercise and apply all the powers of like corporations conferred by the corporation laws of the State of Florida.

**ARTICLE III.**

The maximum number of shares of capital stock that the Corporation is authorized to have outstanding at any time shall be fifty thousand (50,000) shares of Class A Voting Common Stock with a par value of One Cent (\$.01) per share, and fifty thousand (50,000) shares of Class B Non-Voting Common Stock with a par value of One Cent (\$.01) per share. All stock issued shall be paid fully and non-assessable.

**ARTICLE IV.**

The principal office of this Corporation shall be **22 Waterway Island Drive, Isle of Palms, South Carolina 29451.**

**ARTICLE V.**

The street address of the initial registered office of this Corporation in Florida shall be Keasler Law Firm, 10407 Centurion Parkway North, Suite 112, Jacksonville, Florida 32256, and its initial registered agent at that address shall be **Frank R. Keasler, Jr.** The registered office and registered agent of the Corporation may be changed from time to time upon notification to the proper authorities.

**ARTICLE VI.**

Pursuant to §607.07632(1)(a) there shall be no Board of the Directors of this Corporation as it shall be a

shareholder managed Corporation.

#### **ARTICLE VII.**

The name of the subscriber of these Articles of Incorporation is Frank R. Keasler, Jr. whose street address is 10407 Centurion Parkway North, Suite 112, Jacksonville, Florida 32256.

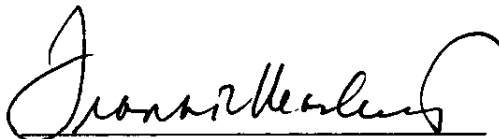
#### **ARTICLE VIII.**

This Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on Shareholders herein are granted subject to this reservation.

#### **ARTICLE IX.**

The date corporate existence begins shall be **November 15, 2007**. This election is pursuant to Florida Statute 607.0203.

**IN WITNESS WHEREOF**, the undersigned subscribing Incorporator executed these Articles of Incorporation for the purpose of forming this Corporation under the laws of the State of Florida, and does hereby make, subscribe, acknowledge and file in this office of the Secretary of State, State of Florida, these Articles of Incorporation and do certify the facts herein stated are true, all on this 19<sup>th</sup> day of November, 2007.



Frank R. Keasler, Jr., Incorporator

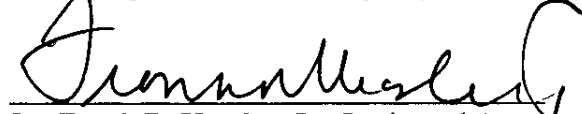
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 607.0501 of the Florida Statutes, the following is submitted in compliance with the Florida Business Corporation Act:

**WINGS OVER FLORIDA, INC.**, desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in Isle of Palms, County of Charleston, State of South Carolina, named **Frank R. Keasler, Jr.**, located at Keasler Law Firm, 10407 Centurion Parkway North, Suite 112, Jacksonville, Duval County, Florida 32256, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Being named to accept service of process for the above stated Corporation at place designated in this certificate, 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 said Act.

  
By: **Frank R. Keasler, Jr.**, Registered Agent

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**FILED**  
07 NOV 20 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA