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(Business Entity Name)

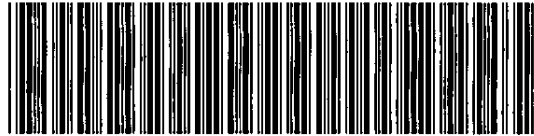
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRE
1/11/08

Bauer & Associates

ATTORNEYS AT LAW

A Professional Association

KIRK T. BAUER

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January 9, 2008

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

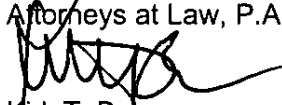
RE: Doug & Lil's Potato Patch Restaurant, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and an original and one copy of the Certificate of Designation of Registered Agent/Registered Office for Doug & Lil's Potato Patch Restaurant, Inc. I have enclosed a check in the amount of \$70.00 in payment of your fees.

Please file the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office and provide us with the date incorporation was approved.

Sincerely,
BAUER & ASSOCIATES
Attorneys at Law, P.A.



Kirk T. Bauer

KTb:mh
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DOUG & LIL'S POTATO PATCH RESTAURANT, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

Article I

The name of the corporation shall be: DOUG & LIL'S POTATO PATCH RESTAURANT, INC.

Article II

The principal place of business shall be 635 S. Woodland Boulevard, DeLand, Florida 32720 and the mailing address of this corporation is 635 S. Woodland Boulevard, DeLand, Florida 32720.

Article III

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Article IV

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares.

Article V

The initial officers of the corporation are:

DOUGLAS H. RAND	President
BIRMA LILLIAN RAND	Secretary
DOUGLAS H. RAND	Treasurer

Article VI

The initial directors of the corporation are:

DOUGLAS H. RAND
BIRMA LILLIAN RAND

Article VII

The name and address of the initial registered agent is:

DOUGLAS H. RAND
635 S. Woodland Boulevard
DeLand, Florida 32724

Article VIII

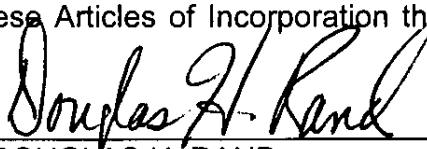
This corporation is to exist perpetually.

Article IX

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

DOUGLAS H. RAND
635 S. Woodland Boulevard
DeLand, Florida 32724

The undersigned incorporator has executed these Articles of Incorporation this 9th
day of January, 2008.



DOUGLAS H. RAND

Article VII

The name and address of the initial registered agent is:

DOUGLAS H. RAND
635 S. Woodland Boulevard
DeLand, Florida 32724

Article VIII

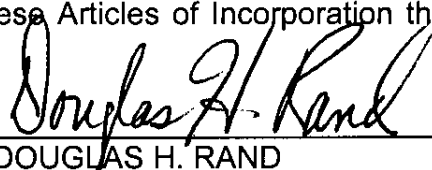
This corporation is to exist perpetually.

Article IX

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

DOUGLAS H. RAND
635 S. Woodland Boulevard
DeLand, Florida 32724

The undersigned incorporator has executed these Articles of Incorporation this 9th
day of January, 2008.



DOUGLAS H. RAND

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**


PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: DOUG & LIL'S POTATO PATCH RESTAURANT, INC.
2. The name and address of the registered agent and office is:

DOUGLAS H. RAND
635 S. Woodland Boulevard
DeLand, Florida 32724

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SECRETARY OF STATE

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 statutes 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)


(DATE)

**DIVISION OF CORPORATIONS
P. O. BOX 6327, TALLAHASSEE, FL 32314**