

COVER LETTER ●

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

SUBJECT: L & M RESTAURANT CONSULTANTS, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: Brian Rowland, P.A.
Name (Printed or typed)

10752 Deerwood Park Blvd. Suite 100
Address

Jacksonville, FL 32256
City, State & Zip

(904) 394-2929
Daytime Telephone number

brian@brianrowland.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
of
L & M RESTAURANT CONSULTANTS, INC.

FILED
09 MAR 13 PM 11:13
TALLAHASSEE, FLORIDA

ARTICLE I
Name and Duration

The name of the Corporation is L & M RESTAURANT CONSULTANTS, INC. The duration of the Corporation is perpetual. This Corporation shall begin its corporate existence as of the date that these Articles are filed by the Secretary of State.

ARTICLE II
Principal Office

The address of the principal office of the Corporation is 8730 E. Hampton Landing Drive, Jacksonville, Florida 32256 and mailing address of the Corporation is P.O. Box 551663, Jacksonville, Florida 32255-1663.

ARTICLE III
Registered Office and Agent

The street address of the registered office in the State of Florida is Brian Rowland, P.A., 10752 Deerwood Park Blvd., Suite 100, Jacksonville, Florida 32256, in the County of Duval. The name of the registered agent at such address is Brian Rowland, P.A.

ARTICLE IV
Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V
Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is ten-thousand (10,000) shares of Common Stock ("Common Stock") \$.01 par value per share.

Eight-thousand (8,000) shares of the Common Stock shall be "CLASS A" VOTING stock, and two-thousand (2,000) shares of the Common Stock shall be "CLASS B" NON-VOTING stock. Other than the distinction of voting and non-voting, the Common Stock shall have no distinctions or preferences.

ARTICLE VI
Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Brian M. Rowland, Esq.	10752 Deerwood Park Blvd. Suite 100 Jacksonville, Florida 32256

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TALLAHASSEE FLORIDA
STATE

ARTICLE VII
Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the directors of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Michael A. Spavelko	P.O. Box 551663 Jacksonville, Florida 32255 – 1663
Lynn C. Spavelko	P.O. Box 551663 Jacksonville, Florida 32255 – 1663

ARTICLE VIII
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer, director or other person (or any former incorporator, officer or director, or other person), which the Corporation is empowered to indemnify under § 607.0850 (2008), *Florida Statutes* (as amended or under similar law), pursuant to and to the fullest extent permitted by such law.

ARTICLE XI

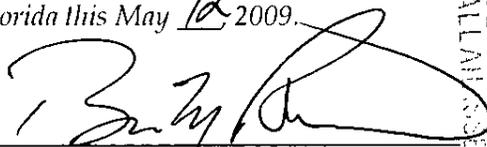
Miscellaneous

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void *ab initio*.

No act, except by force of law or unanimous consent all of the shareholders of the Corporation having voting shares, shall be of any force or effect if such act would serve to violate any requirement of the Internal Revenue Code of the United States and result in the Corporation's loss of Subchapter S status. All such acts, unless consented to unanimously by the shareholders holding voting shares or required by law, shall be void *ab initio*.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Jacksonville, Duval County, Florida this May 12 2009.



Brian M. Rowland, Esq.

09 MAY 13 PM 1:13
COUNTY CLERK
TALLAHASSEE, FLORIDA
STATE

REGISTERED AGENT CERTIFICATE

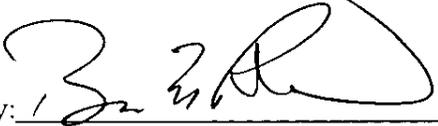
In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That L & M RESTAURANT CONSULTANTS, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named Brian Rowland, P.A., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with § 607.0501, *Florida Statutes*.

BRIAN ROWLAND, P.A.,
a Florida corporation

By: 

Brian M. Rowland, Esq.,
its authorized agent.

DATED: May 12, 2009

09 MAY 13 PM 4:13
STATE
TALLAHASSEE, FLORIDA