

LAW OFFICES OF JAMES P. COVEY, P.A.

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Address reply to:

P950000/1055

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Wayside Inn Restaurant, Inc.

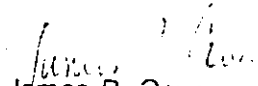
Dear Sir or Madam:

Enclosed please find the Articles of Incorporation and Acceptance of Registered Agent for the above-referenced matter. I have also enclosed a check in the amount of \$122.50 for the filing fee.

Please file these documents as soon as possible and provide a time-stamped copy of the articles and a Certificate of Incorporation to my Vero Beach address.

Should you have any questions, please do not hesitate to call.

Sincerely,


James P. Covey

JPC/jmg
Enclosures
CORP01 LET

6/8/9

FILED
95 FEB -6 PM 5:01
TALLAHASSEE, FLORIDA

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95 FEB -8 PM 2:25
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WAYSIDE INN RESTAURANT, INC.**

ARTICLE I. CORPORATE NAME

The name of this corporation is: **WAYSIDE INN RESTAURANT, INC.**

FILED
95 FEB - 6 PM 5:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is commercial restaurant business, other associated businesses relating thereto, and all other businesses as permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$ 10.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

RICHARD L. PERRY
805 21st Street (Miracle Mile)
Vero Beach, Florida 32960

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The name of the initial director of this Corporation and his street address are:

RICHARD L. PERRY
805 21st Street (Miracle Mile)
Vero Beach, Florida 32960

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR


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

RICHARD L. PERRY
805 21st Street (Miracle Mile)
Vero Beach, Florida 32960

ARTICLE IX. AMENDMENT

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 a stockholders' meeting by at least a majority of the stockholders entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

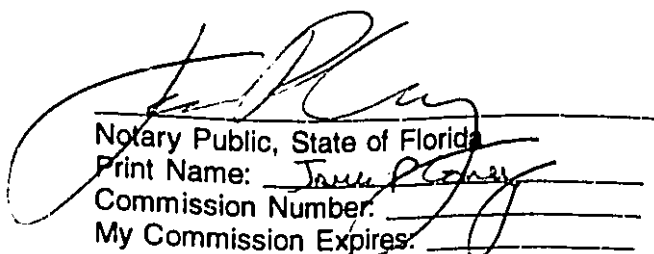
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 19th day of January, 1995.


RICHARD L. PERRY, Incorporator

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

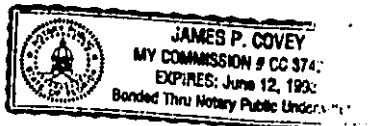
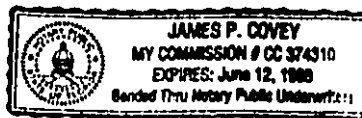
BEFORE ME, a Notary Public, personally appeared **RICHARD L. PERRY**, to me known to be the person described as Incorporator, who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation on the 19th day of January, 1995.


Notary Public, State of Florida

Print Name: James P. Covey

Commission Number: _____

My Commission Expires: _____



ACCEPTANCE OF REGISTERED AGENT

That **WAYSIDE INN RESTAURANT, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 805 21st Street (Miracle Mile), Vero Beach, Florida 32960, has named **RICHARD L. PERRY**, 805 21st Street (Miracle Mile), Vero Beach, Florida 32960, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


RICHARD L. PERRY

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FILED
95 FEB -6 PM 5:01
TALLAHASSEE, FLORIDA