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BANKRUPTCY - FLORIDA BAR DESIGNATED  
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**EFFECTIVE DATE**

April 3, 1995

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

RE: Articles of Incorporation and Designation  
of Registered Agent - Registered Office for  
JOEY'S OF GAINESVILLE, INC.

00000144810  
-04/05/95--01097--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 APR -5 AM 10:54

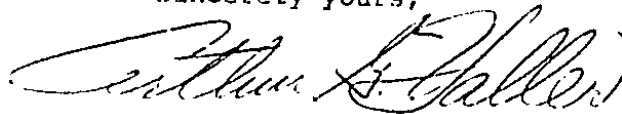
Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation and Designation of Registered Agent - Registered Office for the above named corporation along with a check for \$70.00 to cover the filing fee of \$35.00 and registered agent designation fee of \$35.00.

Please process this request at your earliest opportunity and forward the Certificate of Incorporation to me at the above address.

Thanking you in advance for your prompt response, I remain,

Sincerely yours,



Arthur G. Haller

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ARTICLES OF INCORPORATION  
OF

JOEY'S OF GAINESVILLE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 APR -5 AM 10:57

**EFFECTIVE DATE**  
4-3-95

ARTICLE I

NAME

The name of the corporation is JOEY'S OF GAINESVILLE, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business is to operate any lawful business or businesses permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock authorized is FIVE HUNDRED (500) shares of common stock, having a par value of ONE DOLLAR (\$1.00).

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business shall not be less than FIVE HUNDRED AND NO/100 DOLLARS (\$500.00)

ARTICLE V

This Corporation shall begin existence at the date and time of subscription and acknowledgment of the Articles of Incorporation.

ARTICLE VI

DURATION

This Corporation shall have perpetual existence.

ARTICLE VII

ADDRESS

The initial address of the principal office of this corporation is 711 N.W. 23rd Avenue - Suite 2, Gainesville, FL 32609.

ARTICLE VIII

MANAGEMENT

This corporation shall have no more than three directors and the first appointed director shall be the incorporator herein.

ARTICLE IX

INCORPORATOR


Arthur G. Haller, 711 N.W. 23rd Avenue - Suite 2, Gainesville, Florida 32609.

ARTICLE X

REGISTERED AGENT

Arthur G. Haller, 711 N.W. 23rd Avenue - Suite 2, Gainesville, Florida 32609, is the Registered Agent of the Corporation upon whom, service of process may be made.

IN WITNESS of the foregoing, I have hereunto set my hand and seal, and authorized to be filed in the Office of the Secretary of State, the foregoing Articles of Incorporation, on this the 3rd day of April, 1995.

  
ARTHUR G. HALLER

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT - REGISTERED OFFICE**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 APR -5 AM 10:57

Pursuant to the provisions of section 607.0501 of the 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: JOEY'S OF GAINESVILLE, INC.
2. The name and address of the registered agent and office is:

ARTHUR G. HALLER

711 N.W. 23rd Avenue - Suite 2

Gainesville, Florida 32609

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.

  
ARTHUR G. HALLER

DATE: April 3, 1995