

P9500031364

PEEK & COBB

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW
1301 RIVERPLACE BOULEVARD, SUITE 1600
JACKSONVILLE, FLORIDA 32207
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WILLIAM B. BURNS, JR.
JAMES E. COBB
THOMAS B. EDWARDS, JR.
JOHN E. KNIGHT III
DAVID H. PEEK
EUGENE G. PEEK III
WILLIAM J. SCOTT
BARAH HELENE SHARP

JACKSONVILLE 904 / 399-1608
OCALA 904 / 867-1609

April 12, 1995

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

EFFECTIVE DATE

4-12-95

0000014578555
-04/12/95--01000--000
***122.50 ***122.50

Re: Incorporation of Buddy's Baha Broiler, Inc.
A Florida Corporation

Dear Madam/Sir:

Enclosed for filing are an original and one copy of Articles of Incorporation of Buddy's Baha Broiler, Inc., a Florida corporation. Also enclosed is our firm's check for \$122.50 to cover the following fees:

Filing Fees	35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total Fees	\$ <u>122.50</u>

Please file the original Articles of Incorporation and forward a certified copy to our offices.

Very truly yours,

David H. Peek
David H. Peek

DHP/dmj
650802.25890

FILED
APR 17 11:48
JACKSONVILLE, FLORIDA

D. BROWN APR 21 1995

EFFECTIVE DATE
4-12-95

ARTICLES OF INCORPORATION
OF
BUDDY'S BABA BROILER, INC.

FILED
95 APR 17 11:48
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND PLACE OF BUSINESS

Section 1.1 Name and Place of Business. The name of this corporation is **BUDDY'S BABA BROILER, INC.**, with its principal place of business at 1237 Park Avenue, Orange Park, Florida 32073.

ARTICLE II

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100,000 shares of voting common stock having a par value of \$.01 per share.

Section 4.2 Restrictions on Transfer of Stock. The shareholders may, by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

Section 4.3 Pre-emptive Rights. Each shareholder shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may, from time to time, be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty days of receiving notice in writing from the corporation, stating the prices, terms and conditions of the new issue of shares, and inviting the shareholder to exercise his or her pre-emptive rights. This right may also be waived by written waiver submitted by the shareholder to the corporation within thirty days of receiving said notice from the corporation.

Section 4.4 Issuance of Stock. No capital stock of this corporation shall be issued without the unanimous written consent of the directors, with such consent stating the price and terms to be paid for such stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 1301 Riverplace Boulevard, Suite 1609, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at that address is David H. Peck.

ARTICLE VI

DIRECTORS

Section 6.1 Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one, or more than ten.

Section 6.2 Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Address</u>
Stacy W. Johnson	1237 Park Avenue Orange Park, Florida 32073
Gina M. Germani	1237 Park Avenue Orange Park, Florida 32073

Section 6.3 Indemnification. The corporation shall indemnify directors and officers to the full extent permitted by law.

ARTICLE VII

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, 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 VIII

INCORPORATION

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

Name

David H. Peek

Address

1301 Riverplace Boulevard, Suite 1609
Jacksonville, Florida 32207

IN WITNESS WHEREOF, the incorporator has executed these Articles the
12 day of April, 1995.



David H. Peek

STATE OF FLORIDA
COUNTY OF DUVAL

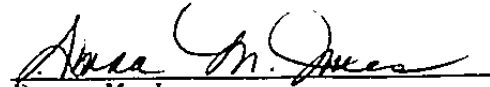
The foregoing instrument was acknowledged before me this 12 day
of April, 1995 by David H. Peek, who is personally known to me and who did not
take an oath.

(SEAL)

691701.49015



DONNA M. JONES
My Commission CC434726
Expires Feb. 14, 1999



Donna M. Jones
Notary Public, State and County
Aforesaid.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



David H. Peek

Dated: April 12, 1995

FILED
95 APR 17 AM 11:48
RECEIVED
TALLAHASSEE, FLORIDA

P95000031364

PEEK & COBB

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW
1301 RIVERPLACE BOULEVARD, SUITE 1808
JACKSONVILLE, FLORIDA 32207
TELECOPY 904 / 399-1818

JACKSONVILLE 904 / 399-1808
OCALA 904 / 887-1808

FRANK A. ASHTON
WILLIAM S. BURNS, JR.
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THOMAS S. EDWARDS, JR.
JOHN E. KNIGHT III
DAVID H. PEEK
EUGENE G. PEEK III
WILLIAM J. SCOTT
SARAH HELENE SHARP

June 21, 1995

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

600001521726
-06/23/95--01041--002
*****87.50 *****87.50

Re: Articles of Amendment to Articles of Incorporation of
Buddy's Baha Broiler, Inc., a Florida Corporation

Dear Madam/Sir:

Enclosed for filing are an original and one copy of Articles of Amendment to Articles of Incorporation of Buddy's Baha Broiler, Inc., a Florida corporation. Also enclosed is our firm's check for \$87.50 in payment of the requisite filing fee and certified copy charge. Please file the original Articles of Amendment to Articles of Incorporation and forward a certified copy to our offices.

Very truly yours,



David H. Peek

DHP/bkb
Enclosures
691701/51462

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 23 PM 12:16

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6/27

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUN 23 PM 12: 16

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
BUDDY'S BAHHA BROILER, INC.**

The following provisions of the Articles of Incorporation of BUDDY'S BAHHA BROILER, INC., a Florida corporation (hereinafter called "Corporation"), are amended in the following particulars:

1. The name of this Corporation is BUDDY'S BAHHA BROILER, INC.
2. An Amendment to Article I of the Articles of Incorporation has been adopted pursuant to Florida Statute §607.1005 (1993), to change the spelling of the name of the Corporation. As amended, Article I now reads:

ARTICLE I

NAME AND PLACE OF BUSINESS

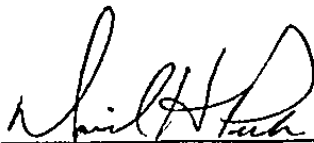
Section 1.1 Name and Place of Business. The name of this corporation is BUDDY'S BAHHA BROILER, INC., with its principal place of business at 1237 Park Avenue, Orange Park, Florida, 32073.

3. The above amendment to Articles of Incorporation shall be effective as of July 1, 1995.

4. The Corporation has not issued any shares of its capital stock.

5. The foregoing amendment to Articles of Incorporation of BUDDY'S BAHHA BROILER, INC. was adopted by the the undersigned incorporator of this Corporation, on behalf of the Corporation, pursuant to Florida Statutes §607.1005.

IN WITNESS WHEREOF, the undersigned President and Secretary of BUDDY'S BAHHA BROILER, INC. have executed this Amendment to Articles of Incorporation this 12th day of June, 1995.



David H. Peek, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing was acknowledged before me this 21st day of June, 1995, by DAVID H. PEEK, incorporator of BUDDY'S BAHAMA TRAILER, INC., who is either personally known to me or produced the identification described below and who did not take an oath.



B KAY BARNAUSKAS
My Commission CC433870
Expires Jan 12, 1998
Bonded by HAI
800-422 1985

B. Kay Barnauskas
Print: **B. KAY BARNAUSKAS**
Notary Public, State and County Aforesaid

Commission No. _____

My Commission Expires: _____

PERSONALLY KNOWN

Type of Identification

691701/51005