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Edward R. Bryant, Jr.

ATTORNEY AT LAW

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Telecopier number on request

FILED
95 MAY - 8 AM 9:30
IN CLERK OF COURT'S OFFICE
TALLAHASSEE, FLORIDA

May 5, 1995

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

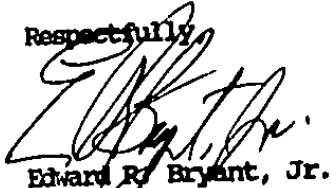
Gentlemen:

Enclosed please find Articles of Incorporation for STONEY'S CITRUS GROVE, INC., along with my check in the amount of \$70 for filing fees.

Date stamp and return a copy of the Articles of Incorporation.

Thank you.

Respectfully,


Edward R. Bryant, Jr.
rca
Enclosures

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! BROWN MAY 10 1995

ARTICLES OF INCORPORATION
OF
STONEY'S CITRUS GROVE, INC.

FILED
SECT-3 JAN 9:30
HALL COUNTY, FLORIDA

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, this day for the purpose of forming a corporation under the laws of the State of Florida do hereby adopt Articles of Incorporation as follows:

ARTICLE I - NAME

The name of this corporation shall be STONEY'S CITRUS GROVE, INC.

ARTICLE II - ADDRESS OF CORPORATE OFFICE

The address of the office of the corporation shall be 2879 Orange Blossom Lane, Naples, Florida 33942.

ARTICLE III - PURPOSE AND DURATION

This corporation is organized for the purpose of transacting any or all lawful business, and the period of its duration is perpetual.

ARTICLE IV - CAPITAL STOCK

This corporation shall be authorized to issue 7,500 shares of One Dollar and No/100 (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation shall be EDWARD R. BRYANT, JR., and the street address of the initial registered office of this corporation shall be 3301 Davis Boulevard, Suite 205, Naples, Florida 33942.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall initially have three (3) directors. The number of directors may from time to time be either increased or decreased by the

Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

Janis S. Hudson
c/o 2879 Orange Blossom Lane
Naples, Florida 33942

Judith A. Blom
c/o 2879 Orange Blossom Lane
Naples, Florida 33942

David Stoneburner
c/o 2879 Orange Blossom Lane
Naples, Florida 33942

ARTICLE VIII - NO REMOVAL OF DIRECTORS

The shareholders shall not be entitled to remove any director from office without cause during his term.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

David Stoneburner
2879 Orange Blossom Lane
Naples, FL 33942

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and the Shareholders.

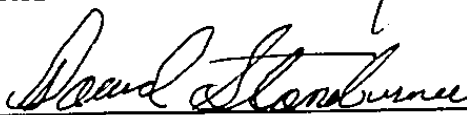
REGISTERED AGENT

I, THE UNDERSIGNED, having been named to accept service of process for the corporation at the place designated in this certificate, accept to act in this capacity and agree to comply with the provisions of the act relative to keeping the office open.


Edward R. Bryant, Jr.
Registered Agent

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, on this 3rd day of May, 1995.

INCORPORATOR:


David Stoneburner