

CHRISTIANE G. MENDE, P.A.
ATTORNEYS AT LAW

SUITE 206
11440 OKEECHOBEE BLVD.
ROYAL PALM BEACH, FL 33441

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P9500037887

Department of State
Division of Corporations
The George Firestone Building
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399

700001478877
-05/03/95--01135--016
****122.50 ****122.50

Southern of Royal Palm Beach
Re: The Wing Company, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for The Wing Company, Inc. Please file the original and return a certified copy to me at your earliest convenience. I have enclosed a federal express air bill for your for your earliest response.

I have also enclosed a check in the amount of \$122.50 for the filing of same.

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

Sincerely,

Christiane G. Mende
Christiane G. Mende

CGM/ssk
Enclosures

[Handwritten signature/initials]

FILED
95 MAY 12 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN MAY 12 1995

1704 HAYS STREET
TALLAHASSEE, FL 32301
(904) 222-0171
(904) 222-0393 FAX

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 598118 132362A

AUTHORIZATION :

COST LIMIT : @ PREVIOUSLY PREPAID

ORDER DATE : May 12, 1995

ORDER TIME : 10:16 AM

ORDER NO. : 598118

CUSTOMER NO: 132362A

CUSTOMER: Christiane G. Mende, Esq
CHRISTIANE G. MENDE, ESQ

Suite 206
11440 Okeechobee Boulevard
Royal Palm Bch, FL 33411

DOMESTIC FILING

NAME: SOUTHERN WINGS OF ROYAL PALM
BEACH, INC.

XXX__ ARTICLES OF INCORPORATION

***TERESA, CLIENT INDICATED THIS WAS REJECTED UNDER THE NAME OF
THE WING COMPANY, INC. AND TO SEND TO YOUR ATTENTION.**

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 9, 1995

CHRISTINE G. MENDE, P.A.
SUITE 206
11440 OKEECHOBEE BLVD.
ROYAL PALM BEACH, FL 33441

SUBJECT: THE WING COMPANY, INC.
Ref. Number: W95000009706

We have received your document for THE WING COMPANY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 095A00023080

**ARTICLES OF INCORPORATION
OF
SOUTHERN WINGS OF ROYAL PALM BEACH, INC.**

FILED
95 MAY 12 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these articles of incorporation under the laws of the State of Florida, adopts these articles to form a corporation under The Florida General Corporation Act, F.S. 607, and other laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is:
SOUTHERN WINGS OF ROYAL PALM BEACH, INC.

ARTICLE II PURPOSE

The purpose of this corporation shall be the operation of transacting of any and all lawful business.

ARTICLE III. TERM OF EXISTENCE

The Corporation shall have perpetual existence commencing with the filing of these articles of incorporation with the Department of State.

ARTICLE IV. CAPITAL STOCK

The capital stock of the Corporation shall be 10,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$0.001 per share.
- (b) The actual consideration to be paid for each share shall be fixed by the shareholders.
- (c) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

(d) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

(e) Notwithstanding any other provision herein or in the Bylaws, the corporation and the relationships among its shareholders shall be governed in accordance with a Shareholder Agreement among the corporation and its shareholder pursuant to Florida Statutes, as amended. Any conflict between the provisions hereof and the Shareholder Agreement shall be controlled by the provisions of the Shareholder Agreement.

ARTICLE V. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Corporation is 603 Royal Palm Beach Boulevard, Royal Palm Beach, Florida. The name of the initial registered agent at that address is Andrew V. Maynard.

ARTICLE VI. INITIAL PLACE OF BUSINESS

The Corporations initial place of business shall be 603 Royal Palm Beach Boulevard, Royal Palm Beach, Florida 33411. The Shareholders may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time in accordance with the Bylaws but shall never be fewer than one (1). The initial director is Andrew Maynard, 603 Royal Palm Beach Boulevard, Royal Palm Beach, Florida.

ARTICLE VIII. TRANSFER OF SHARES

The shareholders of the Corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details, of the disposition shall be determined by the shareholders of the

Corporation; provided, however that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. The sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose.

ARTICLE IX. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any Amendment thereto, in the manner provided by law. Any rights conferred on the shareholders is subject to this reservation. The approval of each class of shareholders shall be required for any amendment or repeal.

ARTICLE X INDEMNIFICATION

The Corporation shall indemnify any present or former officer or person exercising powers and duties of an officer, to the full extent now or hereafter permitted by law.

ARTICLE XI PREEMPTIVE RIGHTS

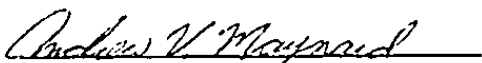
Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE XII SPECIAL PROVISIONS

Section 1. The annual meeting of the Shareholders of this corporation shall be fixed by the By-Laws.

Section 2. The Officers of this Corporation shall be a President, Secretary, and Treasurer and such other officers as the shareholders may deem necessary. Any one person may hold two of said such offices.

IN WITNESS WHEREOF, the undersigned subscriber/incorporator executed these Articles of Incorporation on the 11th day of May, 1995.



Andrew V. Maynard, 603 Royal Palm Beach Blvd., Royal Palm Bch., FL 33411

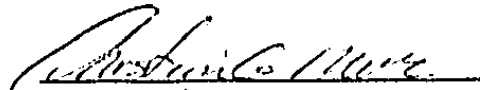
STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Andrew V. Maynard, who produced his Florida Drivers License and who did take an oath and who acknowledged before me that he freely and voluntarily, after carefully reading, subscribed to these Articles of Incorporation this 11th day of May, 1995.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Royal Palm Beach, Florida, on this 11th day of May, 1995.

My commission expires:




Notary Signature
Christiane G. Mende

Certificate of Designation of Registered Agent

I HEREBY ACCEPT THE DESIGNATION OF REGISTERED AGENT AS SET FORTH IN THESE ARTICLES OF INCORPORATION.


Andrew V. Maynard

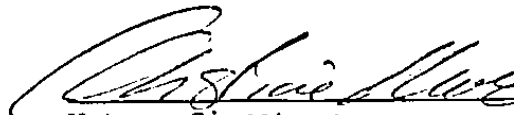
STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Andrew V. Maynard, who produced a Florida drivers license and who did take an oath and who acknowledged that he executed the forgoing instrument freely and voluntarily after carefully reading and understanding the contents thereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Royal Palm Beach, Palm Beach County, on this 11th day of May, 1995.

My commission expires:




Notary Signature
Christiane G. Mende