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LAWRENCE P. BUSH

ATTORNEY AT LAW

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150 EGLIN PARKWAY, NE  
FORT WALTON BEACH, FLORIDA 32548

POST OFFICE BOX 971  
FORT WALTON BEACH, FL 32549

May 19, 1995

Secretary of State  
Division of Corporations  
New Filings Section  
Post Office Box 6327  
Tallahassee, FL 32314

4000001488434  
-05/24/95--01074--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

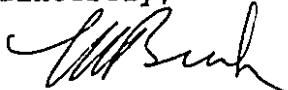
RE: Exquisite Cuisine, Inc.

Dear Sir/Madam:

Enclosed herein is an original plus one copy of Articles of Incorporation for the above styled Corporation. Also enclosed is a check in the amount of \$70.00 to cover costs of filing same with your office. After filing, please return one copy to my attention.

Thank you for your assistance in this matter.

Sincerely,



LAWRENCE P. BUSH

LPB;mjr

Enclosures: As stated.

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ARTICLES OF INCORPORATION  
OF  
EXQUISITE CUISINE, INC.

FILED  
SECRETARY  
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ARTICLE I-CORPORATE NAME

The name of this corporation shall be EXQUISITE CUISINE, INC.

ARTICLE II-NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to operate and manage a restaurant, but in addition shall include any and all lawful business 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 Five Hundred (500) Shares of common stock (a single class) having a par value of One Dollar (\$1.00) per share. The incorporators intend to issue shares initially to the following persons in the amount set opposite their names:

<u>NAME</u>	<u>SHARES VOTING</u>
LINDA M. FERGUSON	10

#### **ARTICLE IV-PREEMPTIVE RIGHTS**

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

#### **ARTICLE V-TERM OF EXISTENCE**

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

#### **ARTICLE VI-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: LINDA M. FERGUSON, 80 Miracle Strip Parkway, SE, Ft. Walton Beach, FL 32548. The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

#### **ARTICLE VII-INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director initially. The number of directors may be increased or diminished from time to time, in accordance with Bylaws adopted by the shareholders, but shall never be less than one (1). The names and street addresses of the members of the first Board of Directors are:

**NAMES**

LINDA M. FERGUSON

**ADDRESSES**

3032 Yorktown Cr.  
Fort Walton Beach, FL 32547

**ARTICLE VIII-INCORPORATOR**

The name and street address of the person signing these Articles as Incorporator are: LAWRENCE P. BUSH, 150 Eglin Parkway, NE, Fort Walton Beach, Florida 32548.

**ARTICLE IX-AMENDMENTS**

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 Shareholders and approved at a Shareholders' Meeting by at least a majority of the shares entitled to vote, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation shall be made.

**ARTICLE X-INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XI-RESTRICTIONS ON TRANSFER OF SHARES**

The shares issued by this Corporation shall not be transferred or conveyed to a subsequent person or entity without first offering such shares to:

- A. The Corporation.
- B. All other Shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledge and file the foregoing Articles of Incorporation under the laws of the State of Florida, this 12 day of May, 1995.

WITNESSES:

Julia E. O'Hara  
Melissa Redefny

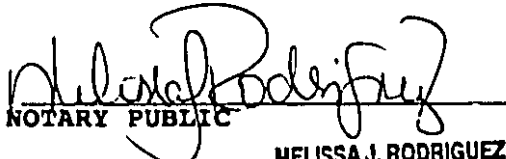
L. P. Bush  
LAWRENCE P. BUSH

STATE OF FLORIDA

COUNTY OF OKALOOSA

BEFORE ME, personally appeared LAWRENCE P. BUSH, to be well known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.


WITNESS my hand and official seal, this 19<sup>th</sup> day of  
May, 1995.

  
NOTARY PUBLIC  
MELISSA J. RODRIGUEZ  
Notary Public, State of Florida  
My comm. expires May 4, 1997  
Comm. No. CC 391724

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED:**

I Compliance with Section 48.091, Florida Statutes (1993), the  
following is submitted:

That EXQUISITE CUISINE, desiring to organize or qualify under  
the laws of the State of Florida, with its principal place of  
business at 80 Miracle Strip Parkway, SE, Ft. Walton Beach, FL  
32548, has named LINDA M. FERGUSON of the same address as its Agent  
to accept service of process within Florida.

  
LAWRENCE P. BUSH  
Incorporator

Having been named to accept service of process for the above  
styled corporation, at the place designated in this certificate, I  
hereby acknowledge that I am familiar with, and accept the duties  
and responsibilities as Registered Agent for said corporation, and

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.

  
LINDA M. FERGUSON  
Registered Agent

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