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SPOTTSWOOD, SPOTTSWOOD AND SPOTTSWOOD
ATTORNEYS AND COUNSELLORS AT LAW
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JOHN M. SPOTTSWOOD, JR.
WILLIAM B. SPOTTSWOOD

OF COUNSEL:
JOHN M. SPOTTSWOOD (1920-1975)

TELEPHONE
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July 20, 1995

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-07/28/95--01027--014
****122.50 ****122.50

RE: TOM N' NINA'S, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for TOM N' NINA'S, INC., a Florida Corporation, together with my check in the amount of \$122.50 for filing same. Kindly return a certified copy to the undersigned at the letterhead address.

If you have any questions or require additional information, please contact me or my secretary, Melinda. Thanking you for your assistance in this matter, I am

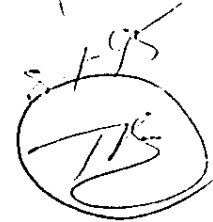
Sincerely,


WILLIAM B. SPOTTSWOOD

/mr

Encl: as stated

895000059145



ARTICLES OF INCORPORATION

- FIRST: The name of this corporation is:
- TOM N' NINA'S, INC.
- SECOND: This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- THIRD: This corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.
- FOURTH: The name and address of the initial registered agent of this corporation is: William B. Spottswood whose mailing address is 500 Fleming Street, Key West, Florida 33040.
- FIFTH: The name and address of the initial director is: Nina Klippen whose address is 1114 Duval Street, Key West, Florida 33040. The number of directors may be increased or decreased from time to time as provided in the By-laws but shall never be less than one.
- SIXTH: The name and address of the incorporator of this corporation is: Nina Klippen whose address is 1114 Duval Street, Key West, Florida 33040.
- SEVENTH: This corporation shall indemnify its officer, directors, employees and agents to the full extent permitted by law.
- EIGHTH: This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.
- NINTH: The principal address of the corporation is 1114 Duval Street, Key West, Florida 33040.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of July, 1995.

Incorporator:

Nina Klippen
NINA KLIPPEN

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 21st day of July, 1995, by Nina Klippen who is personally known to me.

Melinda Roberts
MELINDA ROBERTS
NOTARY PUBLIC

My Commission Expires:

OFFICIAL NOTARY SEAL
MELINDA ROBERTS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC250763
MY COMMISSION EXP. SEPT 26, 1996

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.

William B. Spottiswood
WILLIAM B. SPOTTISWOOD