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DEPARTMENT OF STATE

STATE OF FLORIDA

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TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: A & W HOLDINGS, INC.

FAX AUDIT NUMBER: H95000008691

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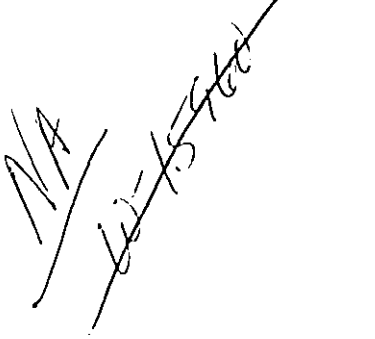
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Sandra B. Mortham
Secretary of State

August 9, 1995

GRIMES GOEBEL GRIMES & HAWKINS, P.A.

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ARTICLES OF INCORPORATION

OR

A & W HOLDINGS OF MANATEE, INC.

THE UNDERSIGNED, being competent to contract, does subscribe to these Articles of Incorporation and acts as incorporator for the purpose of forming a corporation for profit under the laws of the State of Florida, and does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be A & W Holdings Of Manatee, Inc..

ARTICLE II
MAILING ADDRESS

The mailing address of the corporation shall be 1023 Manatee Avenue West, Bradenton, Florida 34205.

ARTICLE III
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

A. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safety deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

B. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises,

JOHN F. JEWELL, ESQ. FLA. BAR NO. 946771
GRIMES GOEBEL GRIMES & HAWKINS, P.A.
1023 MANATEE AVENUE WEST
BRADENTON, FLORIDA 34205
TEL 941-748-0151 FAX 941-748-0158

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patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.

C. Contract debt and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

D. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

E. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other State or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

F. To engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock, having a par value of Ten Cents (\$.10) per share.

ARTICLE V INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than the sum of FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.

ARTICLE VI PREEMPTIVE RIGHT

The corporation shall have the power to create and issue, with or without any connection to the issue and sale of any

shares of stock or other securities, rights, warrants or options entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices, but not less than par if such shares have par value, as the Board of Directors may provide and which shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the consideration of the issuance of such rights, warrants or options and the sufficiency thereof shall be conclusive.

ARTICLE VII
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII
DESIGNATION OF REGISTERED AGENT
INITIAL ADDRESS OF REGISTERED OFFICE

The initial Registered Agent is designated as John F. Jewell. The Registered Agent of the corporation may be changed at any time by a vote of the Board of Directors without an amendment of these Articles.

The street address of the initial registered office of this corporation in the State of Florida is 1023 Manatee Avenue West, Bradenton, Florida 34205. The Board of Directors may from time to time, without amending these Articles, move the principal office to any other address within the State of Florida.

ARTICLE IX
DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time, by an amendment of the bylaws when such amendment is adopted by the stockholders, but shall never be less than one (1).

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ARTICLE X
INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are:

Ron Williams and Larry Aldrich
3514 62nd Street East, Bradenton, Florida 34208

The above named Directors shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified.

ARTICLE XI
SUBSCRIBER

The name and street address of the undersigned as subscriber to these Articles of Incorporation is:

John F. Jewell
1023 Manatee Avenue West
Bradenton, Florida 34205

The undersigned as subscriber certifies that the stock subscribed for will not be less than the amount of capital with which the corporation shall begin business.

ARTICLE XII
INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, or his personal representative, is or was a director, officer or employee of the corporation, or any corporation in which he served as such at the request of the corporation, shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

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The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director or employee may be entitled apart from the provisions of this section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and in good faith upon financial statements of the corporation represented to him to be correct by the President of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution, he considered the assets to be of ample value.

ARTICLE XIII

BYLAWS AND STOCKHOLDERS AGREEMENT

The stockholders, by agreement, or the bylaws of the corporation may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholders, or any stockholder required to sever financial interests in the corporation. Where the bylaws are amended for the purpose of changing, modifying or otherwise repealing provisions respecting the management of this corporation, then only the stockholders of this corporation shall have the power to so adopt, amend, modify or repeal such bylaws.

ARTICLE XIV

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that the Articles of Incorporation be amended.

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OFFICIAL SEAL
CHERYL L. ERWIN
My Commission Expires
July 23, 1996
Comm. No. CG 217512

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ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statutes section 48.091 and Article VII of these Articles of Incorporation, the undersigned, John F. Jewell, the Corporation's registered agent does hereby accept the duties as registered agent for A & W Holdings Of Manatee, Inc. and designate his location for service of process as:

1023 Manatee Avenue West, Bradenton, Florida 34205

The undersigned shall serve as Registered Agent until otherwise removed or shall resign pursuant to the laws of the State of Florida.


John F. Jewell

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