

P95000064339

PHILLIPS & GALE

COUNSELLORS AT LAW

F. P.

REPLY TO

The Historic Boston House
239 E. Indian River Drive
Ft. Pierce, Florida 34950
407-486-8000
FAX: 407-486-1833

514 N.E. Port St. Lucie Blvd.
Port St. Lucie, Florida 34984
407-871-1800
FAX: 407-871-1802

August 7, 1995

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

VIA CERTIFIED MAIL

RECEIVED DEPT. OF STATE
-100/16/95--01005--001
****122.50 ****122.50

Re: JerDon, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation and the original Registered Agent's Certificate regarding the above corporation.

Also enclosed is this Firm's check in the amount of One Hundred Twenty Two and 50/100 (\$122.50) Dollars to cover the following fees:

Filing fee; Certified copy of Articles; and Registered Agent Designation.

If anything further is required for incorporation, please do not hesitate to contact our office.

Thank you for your assistance in this matter.

Very truly yours,

PHILLIPS & GALE, P.A.

By: Patti Johnson

Patti Johnson, Legal Assistant
to Kendall J. Phillips

/pj

Enclosures

16/900C15.002

AUG 16 1995 BSB

502

W95-16518

AUG 21 1995

FILED
95 AUG 21 AM 11:22
DEPT. OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 16, 1995

PHILLIPS & GALE COUNSELLORS AT LAW
THE HISTORIC BOSTON HOUSE
239 S INDIAN RIVER DRIVE
FT. PIERCE, FL 34950

SUBJECT: JERDON, INC.
Ref. Number: W95000016518

We have received your document for JERDON, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 595A00038437

ARTICLES OF INCORPORATION

of

JERDON RESTAURANTS, INC.

FILED

95 AUG 21 AM 11:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is JerDon Restaurants, INC.

ARTICLE II - ADDRESS

The initial street address of the principal office of this corporation is to be: 3315 South U.S. One, Fort Pierce, Florida 34982. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE III - NATURE OF BUSINESS

1. To operate a restaurant. To do all and every necessary and proper act for the purpose of transacting any and all lawful business and/or any other objectives enumerated in this certificate of incorporation or any amendment thereof or necessary and incidental to the protection and benefit of the corporation; and in general to carry on any lawful business permitted under the laws of the United States of America, the State of Florida and all singularly remaining states in the Union.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence. The existence of this Corporation shall commence upon the date of filing of Articles of Incorporation.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is *five hundred (500) shares*. Such shares shall be of single class and shall have a value of *One (\$1.00) Dollar per share*.

The corporation is authorized to issue only one (1) class of stock and issued stock shall initially be held of record by not more than two (2) persons. Since it is the purpose and intention of the incorporator hereto that this corporation be established as a Subchapter S Corporation, then all applicable Internal Revenue Code regulations and other controlling legislation pertaining to and/or authorizing Subchapter S corporation are specifically incorporated into these Articles. The incorporator will comply with and/or file with the Internal Revenue Service the appropriate documents for implementation as a Subchapter S corporation. Any further legislation applicable to Subchapter S corporations shall be construed to apply to this corporation in order that this corporation may comply with and maintain, at the direction of the incorporator, its Subchapter S status.

ARTICLE VI - INITIAL DIRECTOR AND OFFICER

The names and street address of the Directors who shall hold office until their successor(s) are elected and have qualified are:

NAME

Jerry Williams
President/Treasurer

Donna Williams
Vice President/Secretary

ADDRESS

3315 South U.S. One
Ft. Pierce, FL 34982

3315 South U.S. One
Ft. Pierce, FL 34982

ARTICLE VII - DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders. The corporation shall never have less than one (1) Director.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Jerry Williams	3315 South U.S. One Ft. Pierce, FL 34982

ARTICLE IX - INITIAL REGISTERED OFFICER AND AGENT

The street address of the initial registered office of this corporation is 3315 South U.S. One, Fort Pierce, Florida 34982 and the name of the initial registered agent of this corporation is Jerry Williams.

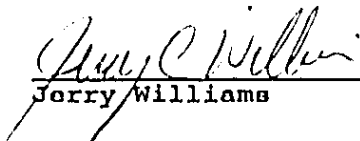
ARTICLE X - AMENDMENT

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

ARTICLE XI - BY-LAWS

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

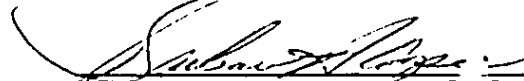
IN WITNESS WHEREOF, I have herunto set my hand and seal, acknowledged, executed and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 7 day of August, 1995.


Jerry Williams

STATE OF FLORIDA

COUNTY OF ST. LUCIE

The foregoing Articles of Incorporation was acknowledged before me this 7th day of August, 1995, by JERRY WILLIAMS, who is personally known to me or who has produced Florida Drivers License as identification and who did/did not take an oath.


NOTARY PUBLIC, State of Florida
At Large




OFFICIAL SEAL
BARBARA A. COOPER
My Commission Expires
July 21, 1996
Comm. No. CC 216850

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

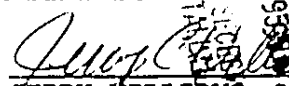
1. The name of the corporation is: *JerDon, Restaurants, Inc.*
2. The name and address of the registered agent and office is:

Jerry Williams
3315 South U.S. One
Fort Pierce, Florida 34982



JERRY WILLIAMS
President
Date: 8/7/95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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, AND I FURTHER ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0501, FLORIDA STATUTES.



JERRY WILLIAMS
DATE: 8/7/95
FILED
21 AM 11:22
STATE
FLORIDA

16/900C15.001/pj