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MICHAEL L. DALE

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January 10, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

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-01/16/96--01050--012  
\*\*\*122.50 \*\*\*122.50

RE: UNCLE CLIFFORD'S PIZZA AND RIBS, INC.

Dear Sir or Madam,


Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing payment of the following:

Filing fee	\$ 35.00
Certified copy fee	\$ 52.50
Registered agent designation	\$ 35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Sincerely,



Michael L. Dale, Esq.

*Bmc  
1-18-96*

MLD:er  
Enclosures  
XC: Mr. Joseph Bermudez

FILED  
96 JAN 16 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
UNCLE CLIFFORD'S PIZZA AND RIBS, INC.**

**FILED**  
96 JAN 16 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the "Florida Business Corporation Act" of the laws of the State of Florida.

**ARTICLE I**

**Corporate Name and Principal Office**

The name of this corporation is **UNCLE CLIFFORD'S PIZZA AND RIBS, INC.** with its principal office located at 3098 SW Virginia Ave., Palm City, FL 34990.

**ARTICLE II**

**Nature of Business and Powers**

This Corporation is organized for the purpose of transacting 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 ten thousand (10,000) shares of common stock of ONE XX/100 (\$1.00) DOLLAR par value.

**ARTICLE IV**

**Term of Existence**

This Corporation shall commence its corporate existence upon the filing of these articles and shall exist perpetually thereafter or until it is dissolved according to law.

**ARTICLE V**

**Registered Agent and Initial Registered Office**

The Registered Agent and street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

**MICHAEL L. DALE, ESQ.  
5154 SE Federal Hwy.  
Stuart, FL 34997**

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

**ARTICLE VI**

**Incorporator**

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

**JOSEPH BERMUDEZ  
3098 Virginia Ave.  
Palm City, FL 34990**

**ARTICLE VII**

**Indemnification**

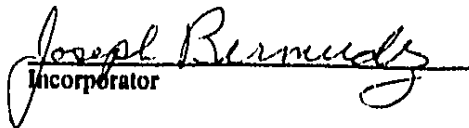
The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE VIII**

**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 Stockholder's meeting by at least a majority of the stock entitled to vote, unless all of 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.

IN WITNESS WHEREOF, the undersigned as Incorporator has executed these Articles of Incorporation this 10 day of January, 1996.

  
Incorporator

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

**FILED**

**98 JAN 16 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

IN COMPLIANCE with Section 48.091, Florida Statutes, the following is submitted:

That **UNCLE CLIFFORD'S PIZZA AND RIBS, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principle place of business at the City of Stuart, State of Florida, has named **Michael L. Dale, Esq.**, located at 5154 SE Federal Highway, City of Stuart, State of Florida, 34997 as its agent to accept service of process within Florida.

  
CORPORATE OFFICER

TITLE: Pres.

DATE: 1-10-96

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.

  
REGISTERED AGENT

DATE: 1-10-96