1201 HAYS STREET
TALLAHASSEE, FL 32301
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800-342-8086

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CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 049000 9955A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 70.00

900001717159

ORDER DATE : February 16, 1996

ORDER TIME : 10:41 AM

ORDER NO. : 049000

CUSTOMER NO: 9955A

CUSTOMER: Michael Chiumento, Esq
CHIUMENTO KATZ & GUNTHARP, P.A.
Suite D
4 Old Kings Road North
Palm Coast, FL 32137

FILED
96 FEB 16 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: BAR-B-Q EXCHANGE, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

RECEIVED
96 FEB 16 PM12:10
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XXX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: HARRY DAVIS

EXAMINER'S INITIALS: T. BROWN FEB 16 1996

ARTICLES OF INCORPORATION

of

BAR-B-Q EXCHANGE, INC.

FILED
96 FEB 16 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

BAR-B-Q EXCHANGE, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to establish, build, purchase, lease, acquire, own, hold, maintain, improve, use, manage and operate restaurants and eating places of all kings; to manufacture, purchase, acquire, own, hold, use (deal in, sell and dispose of foods, beverages, condiments, confections, provisions, tobacco, tobacco products and food products of all kinds and any articles, materials, ingredients, products, machinery, equipment and property related or incidental thereto or suitable, necessary or convenient in connection therewith;) and to build, purchase, lease acquire, own, hold maintain, improve, use, manage and operate offices, stores, store-houses, commissaries, building, structures, works and properties used for or in connection with any business of the corporation.

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

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

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

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 evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 200 shares of common stock with a nominal or par value of $10.00. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is one thousand ($1,000.00) dollars.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The street address of the initial principal office of this corporation is 25 Cypress Edge Drive Palm Coast, Florida 32137. The Board of Directors may, from time to time, move the principal office to any other address in Florida. The mailing address of the corporation is P.O. Box 1230, Flagler Beach, Florida 32136.

ARTICLE VII. DIRECTORS

The corporation shall have four directors initially. The number of directors may be increased from time to time, by By-Laws adopted by the stockholders.

ARTICLE VIII. INITIAL DIRECTORS

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

Name	Address
SAMMY S. VAUGHN	100 Merganser Circle Daytona Beach, FL 32119

JAMES R. BLEDSOE	P.O. Box 4578 South Daytona, FL 32119
MARK P. STANTON	P.O. Box 459 Palatka, FL 32178
JAMES M. MCNAB	P.O. Box 1230 Flagler Beach, FL 32136

ARTICLE IX. SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration thereof:

Name	Address	Shares	Consideration
SAMMY C. VAUGHN	100 Merganser Circle Daytona Beach, FL 32119	31	$310.00
JAMES R. BLEDSOE	P.O. Box 4578 South Daytona, FL 32119	31	$310.00
MARK P. STANTON	P.O. Box 459 Palatka, FL 32178	7	$ 70.00
JAMES M. MCNAB	P.O. Box 1230	31	$310.00

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI. REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be Michael D. Chiumento, Esquire, 4 Old Kings Road North, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation.

Sammy C. Vaughn

SAMMY C. VAUGHN

JAMES R. BLEDSOE

Mark P. Stanton

MARK P. STANTON

JAMES M. MCNAB

STATE OF FLORIDA
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared SAMMY C. VAUGHN, JAMES R. BLEDSOE, MARK P. STANTON AND JAMES M. MCNAB, to me personally known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 14 day of February, 1996.

Margaret M Pio

Notary Public, State of Florida at Large
My commission expires:

MARGARET M. PIO
MY COMMISSION # CC322533 EXPIRES
October 10, 1997
BONDED THRU TROY FAIN INSURANCE, INC.

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

FILED
96 FEB 16 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST: THAT BAR-B-Q EXCHANGE, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 25 CYPRESS EDGE DRIVE, PALM COAST, FLORIDA 32137, HAS NAMED MICHAEL D. CHIUMENTO, LOCATED AT 4 OLD KINGS ROAD NORTH, PALM COAST, FLORIDA 32137, AS ITS REGISTERED AGENT AND OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Sammy C. Vaughn

SAMMY C. VAUGHN, SUBSCRIBER

Subscriber

JAMES R. BLEDSOE, SUBSCRIBER

Mark P. Stanton

MARK P. STANTON, SUBSCRIBER

JAMES M. MCNAB, SUBSCRIBER

DATE: February 14, 1996

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.

MICHAEL D. CHIUMENTO
REGISTERED AGENT

DATE: February 14, 1996