

P96000024473

ARNSTEIN & LEHR

615 NORTH FLAGLER DRIVE - SUITE 600
WEST PALM BEACH, FLORIDA 33401-4323

(407) 833-0000

FAX (407) 858-8851

FOUNDED 1893

BOCA RATON, FLORIDA

CHICAGO, ILLINOIS

HOFFMAN ESTATES, ILLINOIS

MILWAUKEE, WISCONSIN

John A. Turner

March 8, 1996

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

800001738888
-03/11/96--01066--001
*****70.00 *****70.00

Re: Incorporation; Turtle, Inc.

Dear Sir/Madam:

Enclosed for filing are one original and one duplicate copy of Articles of Incorporation and our firm's check in the amount of \$70.00 in payment of the filing fee (\$35.00) and designation of registered agent (\$35.00).

Also enclosed is a stamped, self-addressed envelope for return of the duplicate copy for our files.

If you have any questions or if you need additional information, please do not hesitate to contact me. Thank you in advance for your attention to this matter.

Very truly yours,


John A. Turner

W96-55-80

JAT:yb17004_1

Enclosures

c: Mr. Donald Lombard

AL MAR 19 1995

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 19 PM 3:01



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 14, 1996

COPY

ARNSTEIN & LEHR
515 NORTH FLAGLER DRIVE, SUITE 600
WEST PALM BEACH, FL 33401-4323

SUBJECT: TURTLE, INC.
Ref. Number: W96000005580

We have received your document for TURTLE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 096A00011462

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAR 19 PM 3:01

**ARTICLES OF INCORPORATION
OF**

Turtle Restaurants, Inc.

I, the undersigned Incorporator and Subscriber, being a natural person competent to contract, hereby organize and incorporate under the laws of the State of Florida a corporation for profit as follows:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be Turtle Restaurants, Inc., having as its initial corporate mailing address: 2021 169th Court North, Jupiter, Florida 33478.

ARTICLE II - DURATION

This corporation shall be perpetual in existence unless sooner dissolved according to law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business which corporations may transact pursuant to Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the corporation shall be One Hundred (100) shares common stock.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 515 North Flagler Drive, Suite 600, West Palm Beach, Florida 33401 and the name of the initial registered agent of this corporation at that address is John A. Turner. This corporation shall have the privilege

of having branch offices at other places within or without the State of Florida and within or without the United States of America. This corporation may, at its discretion, at any time, change the address of the principal place of business.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have an Initial Board of Directors of two (2). The number of directors may be either increased or diminished from time to time but the number shall, subject to ARTICLE VIII below, never be less than one (1) nor more than five (5). The name and address of the initial directors of this corporation are:

Donald L. Lombard
2021 169th Court North
Jupiter, Florida 33478

Patricia A. Lombard
2021 169th Court North
Jupiter, Florida 33478

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

John A. Turner
c/o Arnstein & Lehr
515 North Flagler Drive, Suite 600
West Palm Beach, FL 33401

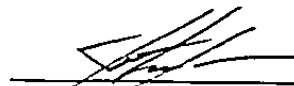
ARTICLE VIII - MANAGEMENT OF CORPORATION BY STOCKHOLDERS

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal, this 18 day of March, 1996.



John A. Turner

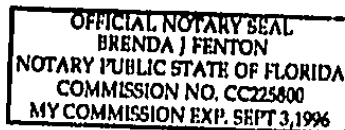
STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAR 19 PM 3:01

I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned authority, John A. Turner, to me well known and known to me to be the person named in and who acknowledged to me that he executed the foregoing Articles of Incorporation as a free and voluntary act and deed and for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 18th day of March, 1996.



Brenda J. Fenton
NOTARY PUBLIC
Brenda J. Fenton
(Type or Print Name)
State of Florida at Large

My Commission expires:
Commission Number:

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

Pursuant to Florida Statutes, the following is submitted:

First -- That Turtle Restaurants, Inc., has named John A. Turner, who is located at Arnstein & Lehr, 515 North Flagler Drive, Suite 600, City of West Palm Beach, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: _____

John A. Turner