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J. Sencer, Attorney

Attorney at Law

P.O. Box 2666

High Springs, FL 32655-2666

Telephone 904 454 9600

June 12, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

3000001865753
06/18/96-01128--009
*****70.00 *****70.00

Re: Articles of Incorporation for Captain Dave's Seafood & Steaks Of High Springs, Inc.

Dear Division:

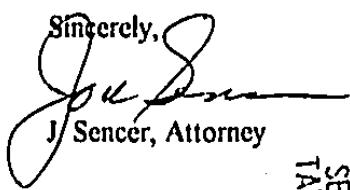
Enclosed you will find the following:

1. Duplicate originals of the Articles of Incorporation for the proposed corporation referenced above,
2. A check in the amount of \$70.00 applicable to the \$35.00 filing fee for the Articles of Incorporation and the \$35.00 filing fee for the Designation of the Registered Agent.

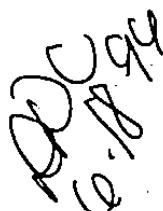
Subsequent to filing the enclosed Articles, please forward a "date stamped" duplicate original of the Articles to me at the address shown on this letterhead.

Please contact me if there are any questions. Thank you for your assistance.

Sincerely,


J. Sencer, Attorney

96 JUN 18 PM 1:13
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


J. Sencer

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ARTICLES OF INCORPORATION
OF
CAPTAIN DAVE'S SEAFOOD & STEAKS OF HIGH SPRINGS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an Incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I
NAME

The name of this corporation is:

CAPTAIN DAVE'S SEAFOOD & STEAKS OF HIGH SPRINGS, INC.

and, the mailing address of the principal office of the corporation is:

610 N.E. Santa Fe Blvd., High Springs, Florida 32643

ARTICLE II
CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 7,500 shares of a single class of common stock with a par value of \$1.00 per share.

ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

610 N.E Santa Fe Blvd., High Springs, Florida 32643

and, the name of the initial registered agent of this corporation at that address is:

Donna L. Sparkman

ARTICLE IV
INCORPORATOR

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

David R. Waters
610 Santa Fe Blvd.
High Springs, FL 32643

ARTICLE V
INITIAL BOARD OF DIRECTORS

This corporation shall have 3 directors initially, however, the number of directors may be either increased or diminished from time to time in accordance with this corporation's bylaws but, there shall never be less than one director. The names and mailing addresses of those persons who will serve on the initial board of directors of this corporation include:

Elsie R. Roberson, Donna L. Sparkman and David R. Waters
the mailing address for each of whom is:
Rt 1 Box 857, Macclenny, FL 32063

ARTICLE VI
PURPOSE

This corporation is organized for the purposes of conducting and transacting any or all lawful business for which corporations may be incorporated under the laws of the State of Florida and within the laws of the United States of America.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14th day of June, 1996.



David R. Waters

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named to accept service of process for Captain Dave's Seafood & Steaks Of High Springs, Inc. at the place designated in the Articles of Incorporation, hereby agrees to accept the appointment as Registered Agent and agrees to act in this capacity. Further, the undersigned is familiar with and agrees to comply with the provisions of and duties applicable to the position of Registered Agent.

REGISTERED AGENT:

Donna B. Sparkman
Donna B. Sparkman

Date: June 14, 1996