

P96000053248

MICHAEL & MICHAEL ASSOCIATES
669 KINGOLEY AVENUE
ORANGE PARK, FL 32073
(904) 264-8057

FILED

96 JUN 20 PM 2:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 18, 1996

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

TELEPHONE 904-498-1234
FAX 904-498-1234
*****701.001 *****701.001

Re: Mickey's Bar-B-Q, Inc.

Ladies and Gentlemen:

Enclosed for filing is the duly executed original of the Articles of Incorporation of the above-referenced corporation and a certificate of registered agent, along with a copy of both documents for certification.

Also enclosed is a check in the amount of \$70.00 to cover the filing fees.

If you have any questions concerning this proposed incorporation, please contact me.

Sincerely

Linda Bossinger
Linda Bossinger

Enclosures

(HALL.LTR)

PH
6/24/96

ARTICLES OF INCORPORATION

OF

MICKEY'S BAR-B-Q, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I - NAME

Section 1.1 NAME. The name of the corporation is Mickey's Bar-B-Q, Inc.

ARTICLE II - DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporation existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III - PURPOSE

Section 3.1 Purpose. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 750 shares of voting Common Stock having a par value of \$1 per share.

Section 4.2 Restrictions on Transfer of Stock. The shareholders may, by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

Section 4.3 Approval of Shareholders Required for Merger. The approval of a majority of the holders of Common Stock of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 669 Kingsley Avenue, Orange Park, FL 32073, and the name of the initial registered agent of this corporation at that address is Joan O. Michael. The mailing address is the same as the registered agent and office.

ARTICLE VI - DIRECTORS

Section 6.1 Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and street address of the members of the first Board of Directors of the corporation are:

Name	Street Address
Mickey T. Hall	2358 Olander Street, Green Cove Springs, FL 32043
Leslie A. Hall	Same as above
James K. Fowler	1045 Bernath Street, Jacksonville, FL 32059

Section 6.3 Compensation. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

Section 6.4 Indemnification. The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII - BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE VIII - INCORPORATION

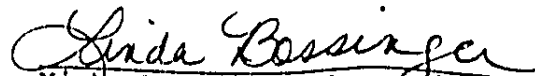
Section 8.1 Name and Address. The name and street address of the incorporator of this corporation is:

Michael & Michael Associates
669 Kingsloy Avenue
Orango Park, FL 32073

ARTICLE IX - AMENDMENT

Section 9.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 18th day of June 1996.


Michael & Michael Associates
by: Linda Bossinger, Manager

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

96 JUN 20 PM 2:28

In compliance with Florida Statutes 48.091 and 607.034, SHIPATE
following is submitted: TALLAHASSEE, FLORIDA

Mickey's Bar-B-Q, Inc., desiring to organize or qualify
under the laws of the State of Florida, hereby designates Joan O.
Michael as its registered agent to accept service of process
within the State of Florida and the address of its registered
office shall be 669 Kingsley Avenue, Orange Park, FL 32073.

Linda Bessinger
Michael & Michael Associates
by: Linda Bessinger, Manager
Dated: 6/18/96

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.

Joan O. Michael
Joan O. Michael
Dated: 6/18/96

ARTICLES.HALL