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GODHOLD, DOWNING, SHEAHAN & BATTAGLIA

A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

GENE H. GODHOLD
GRANT T. DOWNING
MICHAEL J. SHEAHAN
WILLIAM P. BATTAGLIA
JOHN HOWELL BILL
JANET H. LOWEN

222 WEST COMSTOCK AVENUE
SUITE 101
WINTER PARK, FLORIDA 32789

POST OFFICE BOX 1084
WINTER PARK, FLORIDA 32780
TELEPHONE (407) 847-4410
FACSIMILE (407) 847-2089

July 12, 1996

FEDERAL EXPRESS

Mr. John Hall
Hall's Delivery Service
Post Office Box 6332
Tallahassee, Florida 32314

Re: Nicole St. Pierre Restaurant, Inc.

Dear John:

Enclosed herein please find this law firm's check in the amount of \$122.50 made payable to the Secretary of State, together with the original and one executed copy of Articles of Incorporation for the above referenced corporation. Please file these Articles with the Secretary of State and return one certified copy to the undersigned via Federal Express.

Thank you for your assistance.

Sincerely yours,

Laurie Reece

Laurie Reece
Secretary to Grant T. Downing

GTD/lr
Enclosures

John Hall

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95 JUL 16 PM 2:46

RECEIVED
DIVISION OF CORPORATION

95 JUL 16 PM 12:36

D. BROWN JUL 16 1996

ARTICLES OF INCORPORATION
OF
NICOLE ST. PIERRE RESTAURANT, INC.

FILED
96 JUL 16 PM 2:46
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, desiring to form a corporation for profit pursuant to the Florida General Corporation Act, adopt(s) the following Articles of Incorporation for such corporation.

ARTICLE I

Name

The name of the Corporation shall be NICOLE ST. PIERRE RESTAURANT, INC.

ARTICLE II

Principal Office

The principal office of the Corporation is located at Winter Park, Florida, and its mailing address is 785 McIntyre Avenue, Winter Park, Florida 32789.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 785 McIntyre Avenue, Winter Park, Florida 32789. The name of the initial registered agent of the Corporation at the registered office shall be George Vogelbacher.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of four (4) persons. The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
Nicole Vogelbacher	785 McIntyre Avenue Winter Park, Florida 32789
Pierre Vogelbacher	785 McIntyre Avenue Winter Park, Florida 32789
George Vogelbacher	785 McIntyre Avenue Winter Park, Florida 32789
Monique Vogelbacher	785 McIntyre Avenue Winter Park, Florida 32789

ARTICLE VIII

Incorporator

The name and address of the incorporator of the Corporation is:

Grant T. Downing
222 West Comstock Avenue, Suite 101
Winter Park, Florida 32789

ARTICLE IX

Preemptive Rights

The shareholders of the Corporation shall have the preemptive right to acquire unissued or treasury shares of the Corporation as provided in Florida Statutes §607.0630.

Executed this 12th day of July, 1996.

Grant T. Downing
GRANT T. DOWNING, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 12th day of July, 1996, by GRANT T. DOWNING, who is personally known to me.

Laurie S. Reece
NOTARY PUBLIC



LAURIE S. REECE
MY COMMISSION # CC352281 EXPIRES
March 25, 1998
BONDED THROUGH TROY FAIN INSURANCE, INC.

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

George Vogelbacher
GEORGE VOGELBACHER
Registered Agent

Date: July 12th 1996

FILED
96 JUL 16 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA