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THE LAW OFFICES OF CHARLES S. ISLER & ASSOCIATES, P.A.
ATTORNEYS AND COUNSELORS AT LAW
POST OFFICE DRAWER 430
PANAMA CITY, FLORIDA 32402

CHARLES S. ISLER, III
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414 MAGNOLIA AVENUE
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904-769-3332
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2226 THOMAS DRIVE
PANAMA CITY BEACH, FL 32408
904-233-9613
Facsimile
904-233-0632

December 5, 1996

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

000002029090--4
-12/13/96--01082--007
****122.50 ****122.50

Attn: New Filings

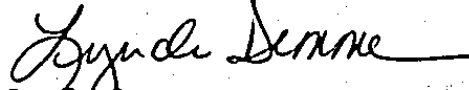
Re: Steve's Waffle Shoppe, Inc.

Dear Sir or Madam:

Enclosed herewith you will find the original and one copy of the Articles of Incorporation, as well as a check in the sum of \$122.50 for your fee. After filing has been completed please forward the certified copy of the Articles to me at the above post office box.

If you have any questions, do not hesitate to contact Mr. Isler or myself.

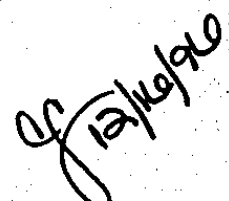
Sincerely yours,



Lynda Denne
Legal Secretary to
Charles S. Isler, III

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 13 PM 12:09

CSI/ld/Y-6574
Encl. as stated



ARTICLES OF INCORPORATION
OF
STEVE'S WAFFLE SHOPPE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC 13 PM 12:10

The undersigned incorporator, Randle Steve Yeomans, hereby forms Steve's Waffle Shoppe, Inc., a Florida General Corporation Act and other laws of the State of Florida.

1. NAME OF CORPORATION AND INITIAL ADDRESS: The name of this corporation shall be Steve's Waffle Shoppe, Inc. and its address is 6214 Cypress Point Drive, Apt. #5, Panama City Beach, Florida 32408.

2. TERM OF EXISTENCE: This corporation shall exist perpetually unless dissolved according to law.

3. GENERAL PURPOSE: This corporation may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Florida and shall have those general powers conferred upon corporations under the laws of the State of Florida.

4. CAPITAL STOCK: The aggregate number of shares of capital stock which this corporation is authorized to issue is One Thousand (1,000) par value of One Dollar (\$1.00) per share.

5. REGISTERED OFFICE AND REGISTERED AGENT: The street address of the initial registered office of this corporation in the State of Florida is 6214 Cypress Point Drive, #5, Panama City Beach, Florida 32408. The initial registered agent for this corporation at its registered office is Randle Steve Yeomans. The

Board of Directors shall have the power to establish branch offices, and to move the registered office of the corporation to any other address in Florida. The principal office of the corporation shall be:

6214 Cypress Point Drive, Apt. #5
Panama City Beach, Florida 32408

6. BOARD OF DIRECTORS: The number of directors of the initial Board of Directors of this corporation is One (1). The names and addresses of the members of the initial Board of Directors of this corporation are as follows:

Randle Steve Yeomans
6214 Cypress Point Drive, Apt. #5
Panama City Beach, Florida 32408

7. INCORPORATOR: The following is the name and address of the incorporator of this corporation:

Randle Steve Yeomans
6214 Cypress Point Drive, Apt. #5
Panama City Beach, Florida 32408

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Panama City, Florida, on this 6th day of December, 1996.



RANDLE STEVE YEOMANS
Incorporator

STATE OF FLORIDA
COUNTY OF BAY

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 Randle Steve Yeomans to me known and known to me to be the person described as incorporator and who signed these Articles of Incorporation, and acknowledged

before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 6th day of December, 1996.

[] Who is personally known by me.

[✓] Who produced FL Drivers License as identification.



(Notary Seal)

Lynda K.H. Demme (Signature)

(Print Name)

Notary Public
My Commission Expires: _____
Commission #: _____

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**CERTIFICATE OF DESIGNATION OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
STEVE'S WAFFLE SHOPPE, INC.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Steve's Waffle Shoppe, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in Articles of Incorporation, Panama City, County of Bay, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


Randle Steve Yeomans
6214 Cypress Point Drive, #5
Panama City Beach, Florida 32408

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FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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