

ANTHONY J. LEGGIO

ATTORNEY AT LAW

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ADMITTED IN:

FLORIDA
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NORTH CAROLINA

TELEPHONE:

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(904) 277-2222

December 17, 1996

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

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-12/19/96--01085--006
****122.50 ****122.50

Re: CWF, Inc.

Gentlemen:

I am enclosing an original and a copy of Article of Incorporation for the above-named corporation and the Acknowledgment of the Registered Agent. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent	
Designation	\$35.00

Please file the original of the enclosed Articles of Incorporation and return the certified copy to the undersigned.

Very truly yours,

Anthony J. Leggio
Anthony J. Leggio

AJL:sjl
Enclosures

12/19

FILED
96 DEC 19 PM 2:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
CWF, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLE I
Corporate Name**

The name of this corporation is CWF, Inc. and its principal office and mailing address is as follows: 1755 Branch Vine Drive, West, Jacksonville, Florida 33246.

**ARTICLE II
NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this corporation is to operate a restaurant, to provide catering services and other culinary operations in the food and beverage industry and to engage in any other business activities which are lawful pursuant to the laws of the State of Florida and the United States of America.

**ARTICLE III
Capital Stock**

The maximum number of shares of common stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred (100) shares of common stock having a \$0.05 par value. There shall be no other classes of stock.

**ARTICLE IV
Terms of Existence**

The Corporation shall have perpetual existence commencing upon the filing of these articles.

**ARTICLE V
Registered Agent and Initial Registered Office**

The initial registered office is at 1755 Branch Vine Drive, West, Jacksonville, Florida 33246. The name of the initial registered agent at that address is Matthew Medure.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI
Board of Directors

The Corporation shall have two directors, initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII
Initial Directors

The names of the initial directors of this Corporation and their respective street addresses are:

Matthew Medure
1755 Branch Vine Drive, West
Jacksonville, Florida 33246

David Berkman
1523 Beach Walker Road
Amelia Island, Florida 32034

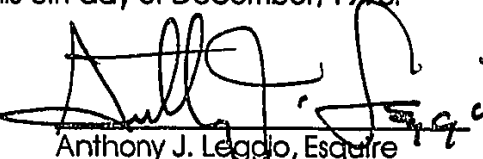
The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII
Incorporator

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

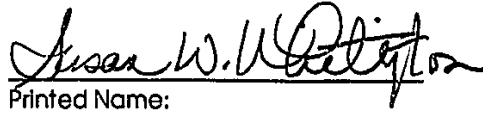
Anthony J. Leggio
Attorney at Law
204 Ash Street, Suite 102
Fernandina Beach, Florida 32034

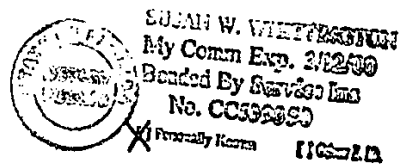
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 5th day of December, 1996.


Anthony J. Leggio, Esquire
Incorporator

STATE OF FLORIDA
COUNTY OF NASSAU

BEFORE ME, a Notary Public, personally appeared Anthony J. Leggio, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 5th day of December, 1996.


Printed Name:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501(3), Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name, principal office, initial registered office and mailing address of the corporation is:

CWF, Inc.
1755 Branch Vine Drive, West
Jacksonville, Florida 33246

2. The name and address of the registered agent is:

Matthew Medure
1755 Branch Vine Drive, West
Jacksonville, Florida 33246

SIGNATURE

TITLE: Incorporator

DATE: December 5th 1996

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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.

SIGNATURE


Matthew Medure

DATE: December 18, 1996.