POST OFFICE BOX 1800

JOHN M. SPOTTSWOOD, JR. WILLIAM B. SPOTTSWOOD

January 27, 1997

KEY WEST, FLORIDA 33041-1900

TELEPHONE 305 - 294 - 9566 TELECOPIER 305 - 292 - 1982

OF COUNSEL: JOHN M. SPOTTSWOOD (1920-1975)

> 300002071613---7 -01/29/97--01001--008 \*\*\*\*122.50 \*\*\*\*122.50

Division of Corporations Secretary of State 409 E. Gaines Street Tallahassee, FL 32301

Re: Ernest's Cafe Company

Dear Sir:

Enclosed you will find the original and one copy of the Articles of Incorporation on the above referenced for filing with your office. I have also enclosed my check in the amount of \$122.50 as payment for the filing fee and a certified copy of the Articles. I have also enclosed a prepaid Federal Express for you to return the certified copy of the Articles. If I can be of any further assistance to you concerning this matter, please call me or my secretary, Robin Gedmin.

Sincerel

JOHN M

SHOTTSWOOD, JR.

Thanking you for your assistance with this matter, I am,

/rrg

Enclosures

Federal Express

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SECRETARY OF STATE
LLAHASSEE FLORING

288

## ARTICLES OF INCORPORATION

ERNEST SCAFE The name of this corporation is:

SECOND: This corporation is organized for the purpose of transacting any and all lawful business for which the corporation may be formed under Chapter 607 of the Florida Statutes.

FIRST:

COMPANY.

THIRD: This corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.

The name and address of the initial registered agent FOURTH: of this corporation is: Mark E. Orofino, 1309 Villa Mill Alley, Key West, FL 33040.

FIFTH: The name and address of the initial director is: Mark E. Orofino, whose address is 1309 Villa Mill, Alley Key West, FL 33040. The number of directors may be increased or decreased from time to time as provided in the By-laws but shall never be less than one.

The name and address of the incorporator of this SIXTH: corporation is: Mark E. Orofino, whose address is 1309 Villa Mill Alley, Key West, FL 33040.

shall indemnify its SEVENTH: This corporation officers, directors, employees and agent to the full extent permitted by law.

**EIGHTH:** This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

NINTH: The address of the corporation is 1309 Villa Mill Alley, Key West, FL 33040.

WITNESS WHEREOF, the undersigned subscriber, has of Incorporation this  $\sqrt{2} / \frac{\pi}{2}$  day of executed these Articles January, 1997.

Incorporator:

## STATE OF FLORIDA

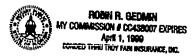
## COUNTY OF MONROE

The foregoing instrument was acknowledged before me this  $\frac{273}{8}$  day of January, 1997, by MARK E. OROFINO, who is personally known to me.

NOTARY PUBLIC

ROBIN R. GEDMIN

Printed Name of Notary Public



## ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appoint as registered agent contained in the foregoing Articles of Incorporation.

MARK E OROETNO

97 JAN 28 AN IO: 40
SECRETARY OF STATE