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SPOTTSMOOD, SPOTTSMOOD AND SPOTTSMOOD
ATTORNEYS AT LAW
500 FLEMING STREET
POST OFFICE BOX 1900
KEY WEST, FLORIDA 33041-1900

JOHN M. SPOTTSMOOD, JR.
WILLIAM B. SPOTTSMOOD

January 27, 1997

TELEPHONE
305 - 294 - 9556
TELECOPIER
305 - 292 - 1982

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

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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.

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

Sincerely,

JOHN M. SPOTTSMOOD, JR.

/rrg

Enclosures

Federal Express

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97 JAN 28 AM 10:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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97 JAN 28 AM 10:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

- FIRST: The name of this corporation is: ERNEST COMPANY.
- 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.
- THIRD: This corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.
- FOURTH: The name and address of the initial registered agent 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.
- SIXTH: The name and address of the incorporator of this corporation is: Mark E. Orofino, whose address is 1309 Villa Mill Alley, Key West, FL 33040.
- SEVENTH: This corporation shall indemnify its 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27th day of January, 1997.

Incorporator:


MARK E. OROFINO

97 JAN 28 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 27th
day of January, 1997, by MARK E. OROFINO, who is personally known
to me.


NOTARY PUBLIC

ROBIN R. GEDMIN
Printed Name of Notary Public



ROBIN R. GEDMIN
MY COMMISSION # 00438007 EXPIRES
April 1, 1999
COVERED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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


MARK E. OROFINO

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97 JAN 28 AM 10:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA