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ACCOUNT NO. : 072100000032
REFERENCE : 277639 7124769
AUTHORIZATION :
COST LIMIT : \$

ORDER DATE : February 28, 1997
ORDER TIME : 2:13 PM
ORDER NO. : 277639-005

CUSTOMER NO: 7124769
CUSTOMER: Mr. Ray Wood
MR. RAY WOOD

400002101774--0
-02/28/97--01115--025
****122.50 ****122.50

15849 Oakland Court
Clermont, FL 34711

DOMESTIC FILING

NAME: WOODIES RESTAURANT, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

FILED
97 FEB 28 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 FEB 28 PM 3:34

K.R. MAR - 3 1997

Ray Wood
12348 West Colonial Drive
Winter Garden, Florida 34787
(407) 877-9722

FILED
97 FEB 28 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 26, 1997

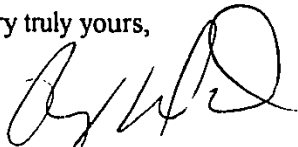
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: WOODIES RESTAURANT, INC.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation, as well as a check in the amount of \$122.50 for the filing fees and certified copy of the Articles of Incorporation.

Very truly yours,



Ray Wood

**ARTICLES OF INCORPORATION
OF
WOODIES RESTAURANT, INC.**

97 FEB 28 AM 10:40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation shall be WOODIES RESTAURANT, INC.

Article 2. Principal Office. The principal place of business and the mailing address of this Corporation shall be 12348 West Colonial Drive, Winter Garden, Florida 34787.

Article 3. Shares. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$.10 per share.

Article 4. Initial Registered Agent and Street Address. The address of the initial Registered Agent of the Corporation is 12348 West Colonial Drive, Winter Garden, Florida 34787 and the name of its initial Registered Agent at that address is Ray Wood.

Article 5. Incorporators. The names and street addresses of the incorporators to these Articles of Incorporation are as follows: Ray Wood, 12348 W. Colonial Drive, Winter Garden, Florida 34787 and Carol Wood, 12348 W. Colonial Drive, Winter Garden, Florida 34787.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the by-laws, but shall never be less than one. The name and address of the initial Directors of the Corporation are as follows: Ray Wood, 12348 W. Colonial Drive, Winter Garden, Florida 34787 and Carol Wood, 12348 W. Colonial Drive, Winter Garden, Florida 34787.

Article 7. Duration. The duration of the Corporation is perpetual.

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Commencement of Corporate Existence. In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date upon filing of these Articles of Incorporation.

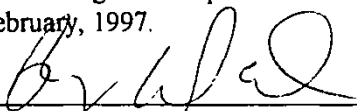
Article 10. Indemnification. The Corporation shall indemnify each Officer, including any former Officers, to the full extent permitted by law.

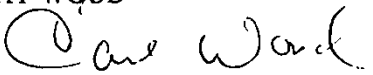
Article 11. Purpose. The general purposes for which the Corporation is organized are the following.

A. To engage in and transact any lawful business for which corporation may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

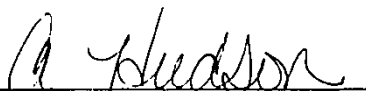
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 27 day of February, 1997.


RAY WOOD


CAROL WOOD

STATE OF FLORIDA
COUNTY OF ORANGE

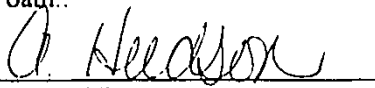
The foregoing has been acknowledged before me on the 27 of February, 1997 by RAY WOOD who is personally known to me (or produced a current Driver's License issued by a state of the United States) and who did not take an oath..


Notary Public
My Commission Expires:

A. HUDSON
Notary Public, State of Florida
My Commission Expires February 15, 1999
Comm. No. CC439106

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing has been acknowledged before me on the 27 of February, 1997 by CAROL WOOD who is personally known to me (or produced a current Driver's License issued by a state of the United States) and who did not take an oath..


Notary Public
My Commission Expires:

A. HUDSON
Notary Public, State of Florida
My Commission Expires February 15, 1999
Comm. No. CC439106

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Corporation is:

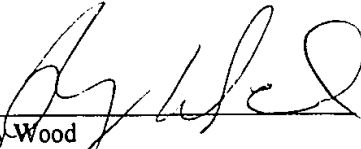
WOODIES RESTAURANT, INC.

2. The name and address of the Registered Agent and Office is:

Ray Wood
12348 W. Colonial Drive
Winter Garden, Florida 34787

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 of WOODIES RESTAURANT, INC. 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 am familiar with and accept the obligations of my position as Registered Agent.

Dated this 21 day of February, 1997.



Ray Wood
Registered Agent

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97 FEB 28 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA