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ATTORNEYS AT LAW

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Suite 202

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BRUCE C. CRAWFORD
GEORGE E. OWEN, JR.

TELEPHONE 813 / 579-9978
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February 27, 1997

Secretary of State
Corporation Division
The Capitol
Tallahassee, FL 32304

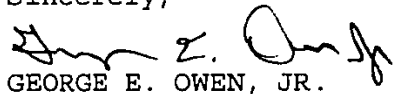
RE: Bell & Son, Inc.

Gentlemen:

I enclose check in the amount of \$122.50 and original and one copy of the Articles of Incorporation of Bell & Son, Inc.

I would appreciate your acknowledgement of this filing at your earliest convenience and thank you for your assistance.

Sincerely,


GEORGE E. OWEN, JR.

GEO:ms
Enclosures

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FILED
SECRETARY OF STATE
CORPORATION DIVISION
57 MAR -3 AM 10:40

3/10/97

ARTICLES OF INCORPORATION
OF
BELL & SON, INC.

FILED
CLERK OF STATE
CORPORATIONS
97 MAR -3 AM 10:40

We, the undersigned natural persons of the age of twenty-one or more, acting as Directors and Incorporators under the provisions of the Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be:

BELL & SON, INC.

ARTICLE II

Principal Place of Business

The principal place of business is to be located at
12760 San Jose Boulevard, Jacksonville, Florida 32223.

ARTICLE III

Term of Existence

The duration of this corporation is to be perpetual.

ARTICLE IV

Purpose

To erect, operate, conduct, manage, maintain and carry on a restaurant business; to buy, sell, lease, or otherwise dispose of, and to operate, conduct, furnish, equip and manage restaurants,

inns, cafes, or places of entertainment, and generally to do and perform everything necessary for carrying out the aforesaid purposes, and to engage in such other business or businesses, whether related thereto or not, as may be approved by the Board of Directors and which businesses are permitted by the laws of the State of Florida.

ARTICLE V

Stock Clause

The aggregate number of shares of stock which this corporation shall have the authority to issue shall be five hundred (500) shares of common stock, each with a par value of One (\$1.00) Dollar.

ARTICLE VI

Minimum Capital

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VII

Subscribers, Incorporators and Directors

The names and addresses of the Subscribers, Incorporators and Directors are:

<u>Name</u>	<u>Shares Subscribed</u>	<u>Address</u>
Charles E. Bell, Jr.	450	11874 Hood Landing Road Jacksonville, Fl 32258
Wanda Jane Lasater	50	471 Kevin Drive Orange Park, FL 32073

ARTICLE VIII

Informal Shareholder Action

Any action of the shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE IX

Directors

The management and control of this corporation shall be vested in a Board of Directors comprised of at least one director. The Board of Directors shall be elected by the shareholders of the corporation at each annual meeting to be held at the principal office of the corporation on such day and time of year as the By-Laws of this corporation shall provide. At any meeting of the Board of Directors, it shall be necessary that a majority of the then existing Board of Directors vote in favor of any motion, resolution or action taken in order that the same become effective and be the act and deed of the corporation and the Board of Directors thereof.

ARTICLE X

Officers

The officers of this corporation shall be chosen by the Board of Directors and shall consist of a President, Vice President,

Secretary and Treasurer. The Board of Directors may also from time to time provide for and elect all other officers or committees which to their Board may seem expedient. Two or more offices may be held by the same person. The officers who are to conduct the business of the corporation and shall serve as such until the next annual election of officers shall be as follows:

President/Secretary

Charles E. Bell
11874 Hood Landing Road
Jacksonville, Fl 32258

Vice President/Treasurer

Charles E. Bell, Jr.
11874 Hood Landing Road
Jacksonville, Fl 32258

ARTICLE XI

Seal

The seal of this corporation shall be a circular impression bearing in the center thereof the words "CORPORATE SEAL - 1997-FLORIDA" and around the circumference thereof the words "BELL & SON, INC."

ARTICLE XII

Registered Office and Registered Agent

The address of the registered office of this corporation is 888 Executive Center Drive West, Suite 202, St. Petersburg, Florida 33702. The name of the initial registered agent of this corporation at that address is: GEORGE E. OWEN, JR.

IN WITNESS WHEREOF, the undersigned, being the Incorporators of this corporation, execute these Articles of Incorporation and certify to the truth of the facts herein stated this 25 day of February, 1997.



MARY ANN KRITSKY
MY COMMISSION # CC473575 EXPIRES
June 26, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

CHARLES E. BELL

CHARLES E. BELL, JR.

STATE OF FLORIDA

COUNTY OF Duval



MARY ANN KRITSKY
MY COMMISSION # CC473575 EXPIRES
June 26, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared CHARLES E. BELL, who, after being first duly cautioned and sworn, depose and say that he has affixed his name to the foregoing Articles of Incorporation of BELL & SON, INC. as the original subscribers to said corporation for the purpose therein stated. I relied upon the following form of identification: FLORIDA DRIVERS LICENSE S400145533610 or personally known _____.

WITNESS my hand and official seal at 12710 San Jose Blvd
Jacksonville, FL Duval County, Florida, this 25th day of
February, 1997.

Mary Ann Kritsky
Notary Public

Print name: MARY ANN KRITSKY

My commission expires: 6/26/99

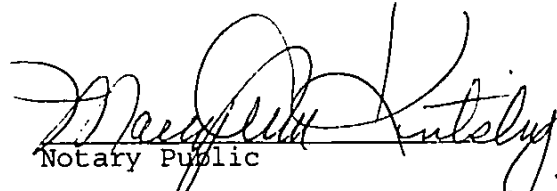
STATE OF FLORIDA

COUNTY OF Duval

BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared

CHARLES E. BELL, JR., who, after being first duly cautioned and sworn, depose and say that he has affixed his name to the foregoing Articles of Incorporation of BELL & SON, INC. as the original subscribers to said corporation for the purpose therein stated. I relied upon the following form of identification: FLORIDA DRIVERS LICENSE B400145 72 2860 or personally known _____.

WITNESS my hand and official seal at 12710 San Jose Blvd
Jacksonville, FL Duval County, Florida, this 25th day of
February, 1997.


Notary Public

Print name: MARY ANN KRETSKY

My commission expires: 6/26/99

DESIGNATION OF REGISTERED AGENT

Pursuant to Chapter 607, Florida Statutes, the following Certificate is submitted in compliance therewith:

IT IS HEREBY DECLARED that BELL & SON, INC. is desirous to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Jacksonville, County of Duval, State of Florida, and has named GEORGE E. OWEN, JR., located at 888 Executive Center Drive West, Suite 202, St. Petersburg, Florida 33702, as its agent to accept service of process in the State of Florida.

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF PINELLAS

Having been named to accept service of process for the above stated corporation at the place designated in the above Certificate, I hereby accept to act in this capacity, and I agree to comply with all of the provisions of said Act.


GEORGE E. OWEN, JR.

Personally sworn to and subscribed before me this 27 day of February, 1997. I relied upon the following form of identification: _____ or personally known: ☒


Notary Public

Print name: _____

MICHELE SCHIBLER
Notary Public - State of Florida
My Commission Expires
December 14, 1999
CC499623

FILED
CLERK OF DISTRICT COURT
JAN 2 1997
ST. PETERSBURG, FLORIDA