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ROGERS, BOWERS, DEMPSEY AND PALADINO

ATTORNEYS

FLAGLER CENTER TOWER  
505 SOUTH FLAGLER DRIVE  
SUITE 1330  
WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS  
DAVID E. BOWERS  
W. GLENN DEMPSEY  
RICHARD PALADINO

April 17, 1997

TELEPHONE (561) 655-8980  
TELECOPIER (561) 655-9480

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

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\*\*\*122.50 \*\*\*122.50

In re: Articles of Incorporation of C. R. Chicks  
Stuart, Inc.

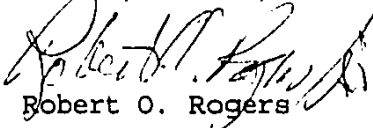
Dear Sir:

Enclosed please find Articles of Incorporation for the above  
named corporation. Also enclosed is our check in the amount of  
\$122.50 to cover the costs of the filing fee and a certified copy  
of the Articles.

Thank you for your assistance in this matter.

Sincerely,

ROGERS, BOWERS, DEMPSEY AND PALADINO

  
Robert O. Rogers

ROR:jiw  
Enclosures  
a/s

FILED  
97 APR 29 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

me 4/29/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

April 22, 1997

ROBERT O. ROGERS  
ROGERS, BOWERS, DEMPSEY AND PALADINO  
505 SOUTH FLAGLER DR., SUITE 1330  
WEST PALM BEACH, FL 33401

SUBJECT: C.R. CHICKS STUART, INC.  
Ref. Number: W97000009327

We have received your document for C.R. CHICKS STUART, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6067.

Neysa Culligan  
Document Specialist

Letter Number: 997A00020652

ARTICLES OF INCORPORATION  
OF  
C. R. CHICKS STUART, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. - NAME

The name of the corporation shall be C. R. Chicks Stuart, Inc.

ARTICLE II. - PRINCIPAL OFFICE

The principal place of business or mailing address of this corporation shall be 2000 Avenue P, Suite 4A, Riviera Beach, Florida 33404.

ARTICLE III. - CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000, consisting of 250, Common, Class A and 750, Common, Class B shares, having a par value of \$1.00 per share. The relative rights, privileges, and limitations of the Class A shares and the Class B shares shall be in all respects identical, share for share, as to rights to distribution and liquidation proceeds and as to all other matters except for voting power for the election of directors which shall be vested exclusively in the holders of the Class B shares.

ARTICLE IV. - PREEMPTIVE RIGHTS

No further amendments or changes to the Articles of Incorporation shall be made without the approval of the holders of a majority of the outstanding shares of each class of common stock outstanding voting separately.

If the number of authorized shares of stock is increased by an Amendment to these Articles, the holders of the Class B Common stock shall have the exclusive right to subscribe pro rata to their holdings for 75% of any additional shares that are offered and the holders of the Class A Common stock shall have the exclusive right to subscribe pro rata to their holdings for 25% of any additional shares.

If the newly authorized shares consist of Class A and Class B Common shares, the subscription price for each share of stock of both classes shall be the same and the preemptive rights of the holders of each class shall relate first to the newly authorized shares of the class of common stock owned by each stockholder.

ARTICLE V. - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. - INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the corporation's initial registered office is 2000 Avenue P, Suite 4A, Riviera Beach, Florida 33404 and the name of its initial Registered Agent at that office is Christopher R. Sallen.

ARTICLE. - VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Christopher R. Sallen  
2000 Avenue P, Suite 4A  
Riviera Beach, FL . 33404

The undersigned incorporator has executed these Articles of Incorporation this 12 day of April, 1997.

Signature of Incorporator:



Christopher R. Sallen

STATE OF FLORIDA     )  
                              )  
COUNTY OF PALM BEACH)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Christopher R. Sallen, who is personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation. He also provided a driver's license as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
my official seal, in the state and county aforesaid, this 12  
day of April, 1997.



[NOTARIAL SEAL]

Susan Moore

Notary Public  
State of Florida at Large

My Commission Expires: 1-7-2000

Commission No.: 523054

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0505, 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.

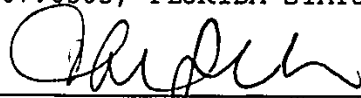
1. The name of the corporation is C. R. Chicks Stuart, Inc.
2. The name and address of the registered agent and office is:

Christopher R. Sallen  
2000 Avenue P, Suite 4A  
Riviera Beach, FL 33404

Signature:   
Christopher R. Sallen

Date: 4-12-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACE IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

Signature:   
Christopher R. Sallen

Date: 4-12-97

sw/63

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97 APR 29 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA