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5/28/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.  
CONTACT: PAM FRIEDMAN  
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NAME: WINGS PLUS OF SPRING HILL, INC.  
AUDIT NUMBER.....H97000008700  
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 28, 1997

ACE INDUSTRIES, INC.

SUBJECT: WINGS PLUS OF SPRING HILL, INC.  
REF: W97000012405

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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Becky McKnight  
Document Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H97-8700

ARTICLES OF INCORPORATION  
OF  
WINGS PLUS OF SPRING HILL, INC.

WE, THE UNDERSIGNED, HEREBY ORGANIZE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE SAID STATE OF FLORIDA, PROVIDING FOR THE FORMATION, RIGHTS, PRIVILEGES, IMMUNITIES AND LIABILITIES OF CORPORATIONS FOR PROFIT.

ARTICLE I - NAME AND PRINCIPAL OFFICE

THE NAME OF THE CORPORATION SHALL BE:

WINGS PLUS OF SPRING HILL, INC.

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE CORPORATION SHALL BE:

9201 COUNTY LINE ROAD  
SPRING HILL, FLORIDA 34609

ARTICLE II - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY, COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGEMENT OF THESE ARTICLES.

ARTICLE III - PURPOSE

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA'S GENERAL CORPORATION ACT.

ARTICLE IV - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 7,000 SHARES OF \$1.00 PAR VALUE COMMON STOCK, WHICH SHOULD BE DESIGNATED "COMMON SHARES".

ARTICLE V - CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION WILL BEGIN BUSINESS SHALL BE \$100.00.

PREPARED BY:  
ACS INDUSTRIES, INC.

54 NW 11th Street  
Miami, FL 33136  
305-366-2571

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS:

9201 COUNTY LINE ROAD  
SPRING HILL, FLORIDA 34609

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS:

LEONARD R. DIBITETTO

ARTICLE VII

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY A MAJORITY VOTE OF THE STOCKHOLDERS, BUT IT SHALL NEVER BE LESS THAN ONE.

ARTICLE VIII

THE NAMES AND STREET ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE AS FOLLOWS:

LEONARD R. DIBITETTO  
9201 COUNTY LINE ROAD  
SPRING HILL, FLORIDA 34609

KENNETH DeBOER  
9201 COUNTY LINE ROAD  
SPRING HILL, FLORIDA 34609

ARTICLE IX - INCORPORATORS

THE NAMES AND ADDRESSES OF THE INITIAL SUBSCRIBERS SIGNING THESE ARTICLES ARE AS FOLLOWS:

LEONARD R. DIBITETTO  
9201 COUNTY LINE ROAD  
SPRING HILL, FLORIDA 34609

KENNETH DeBOER  
9201 COUNTY LINE ROAD  
SPRING HILL, FLORIDA 34609

ARTICLE X - AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND, ADDEND, OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDER IS SUBJECT TO THIS RESERVATION.

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ARTICLE XI - BY-LAWS

THE POWER TO ADOPT, ADDEND, AMEND, OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE XII - ADOPTION OF BY-LAWS

A SPECIAL MEETING OF THE SUBSCRIBERS OR THEIR ASSIGNS SHALL BE HELD, UPON THE CALL OF THE PRESIDENT, FOR THE PURPOSE OF COMPLETING THE ORGANIZATION OF THE CORPORATION AND THE ADOPTION OF THE BY-LAWS AND THE TRANSACTION OF SUCH OTHER BUSINESS AS MAY COME BEFORE THE MEETING.

ARTICLE XIII - TERMS OF ISSUING STOCK

STOCK TO BE ISSUED PURSUANT TO THESE ARTICLES OF INCORPORATION SHALL BE ISSUED UNDER THE TERMS, PROVISIONS AND CONDITIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE.

ARTICLE XIV - RESTRICTIONS ON TRANSFER OF STOCK

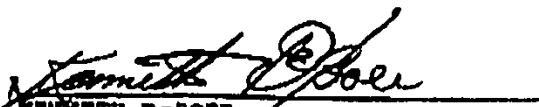
SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

LEONARD R. DIBITETTO	50 SHARES
KENNETH DeBOER	50 SHARES

SHARES HELD BY THE INITIAL SHAREHOLDERS LISTED ABOVE MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AT WHICH, AND THE TIME WITHIN WHICH, SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS AND THIS CORPORATION.

IN WITNESS WHEREOF, WE HAVE HEREUNTO SUBSCRIBED OUR NAMES AND AFFIXED OUR SEALS TO THESE ARTICLES OF INCORPORATION, ON THIS 27TH DAY OF MAY, 1997.

  
LEONARD R. DIBITETTO

  
KENNETH DeBOER

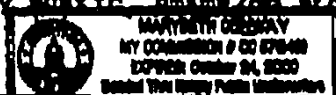
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STATE OF FLORIDA  
COUNTY OF Hernando

BEFORE ME PERSONALLY APPEARED Leonard R. DiBitetto TO ME  
WELL KNOWN AND KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO  
EXECUTED THE FOREGOING INSTRUMENT, AND ACKNOWLEDGED TO AND BEFORE  
ME THAT HE/SHE EXECUTED SAID INSTRUMENT FOR THE PURPOSES THEREIN  
EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL, THIS 27<sup>th</sup> DAY OF May,  
1997.

Martyn Gierzy  
NOTARY PUBLIC, STATE OF FLORIDA  
  
PRINT, TYPE OR STAMP NAME OF  
NOTARY PUBLIC

PERSONALLY KNOWN ☒ OR  
TYPE OF IDENTIFICATION PRODUCED \_\_\_\_\_


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STATE OF FLORIDA  
COUNTY OF Hernando

BEFORE ME PERSONALLY APPEARED Kenneth DeBoer TO ME  
WELL KNOWN AND KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO  
EXECUTED THE FOREGOING INSTRUMENT, AND ACKNOWLEDGED TO AND BEFORE  
ME THAT HE/SHE EXECUTED SAID INSTRUMENT FOR THE PURPOSES THEREIN  
EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL, THIS 27<sup>th</sup> DAY OF May,  
1997.

Marybeth Conway  
NOTARY PUBLIC, STATE OF FLORIDA  
  
PRINT, TYPE OR STAMP NAME OF  
NOTARY PUBLIC

PERSONALLY KNOWN ✓ OR  
TYPE OF IDENTIFICATION PRODUCED \_\_\_\_\_

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICES OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

**PURSUANT TO CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:**

**WINGS PLUS OF SPRING HILL, INC.**

**DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA  
WITH ITS PRINCIPAL OFFICE AS INDICATED IN THE ARTICLES OF  
INCORPORATION AT 9201 COUNTY LINE ROAD, SPRING HILL, COUNTY OF  
HERNANDO, STATE OF FLORIDA, HAS NAMED LEONARD R. DIBITETTO AT  
THAT ADDRESS, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
THIS STATE.**

**ACKNOWLEDGEMENT: HAVING BEEN NAMED TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIG-  
NATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS  
CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF THE SAID  
ACT RELATIVE TO KEEPING OPEN SAID OFFICE.**

  
**LEONARD R. DIBITETTO**

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97 MAY 28 PM 1:51  
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TALLAHASSEE, FLORIDA

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