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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -3 AM 9:40

September 2, 1997

Secretary of State
Corporate Records Bureau
209 East Gaines Street
Post Office Box 6327
Tallahassee, FL 32314

200002284182--7
-09/03/97--01080--003
****122.50 ****122.50

RE: WOODY'S CENTRAL OF FORT MYERS, INC.

Gentlemen:

Enclosed please find the original and one copy of the proposed Articles of Incorporation for the above-referenced name. Please approve and file the original and certify the copy for us.

We are enclosing a check made payable to the Secretary of State for charges as follows:

Filing Fee	\$35.00
Certified Copy	\$52.50
Designation of Registered Agent Filing Fee	<u>\$35.00</u>
TOTAL	\$122.50

Thank you for your cooperation and assistance in connection with this matter. Please let me know if anything further is required.

Sincerely yours,

Philip L. Burnett

PLB/lm
Enclosures
cc: Client

cc 9/5/97

EFFECTIVE DATE

8/31/97

ARTICLES OF INCORPORATION

OF

WOODY'S CENTRAL OF FORT MYERS, INC.

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is **WOODY'S CENTRAL OF FORT MYERS, INC.**

ARTICLE II - DURATION

The existence of this corporation is to begin at the time of subscription and acknowledgement of incorporation and to continue perpetually thereafter.

ARTICLE III - PURPOSE

The corporation is organized for the primary purpose of engaging in the business of owning and operating a restaurant. In addition, this corporation may engage in every phase of any and all activities or businesses permitted by laws of the United States and of the State of Florida or any other state, territory, district, or possession of the United States and all such activities or businesses as may be permitted in any foreign country.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of common stock having a par value of \$1.00 per share. The consideration

to be paid for each share shall be as fixed by the Board of Directors, and may take the form of services rendered, cash, or property of any form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - ADDRESS

The street address of the initial principal and registered office of the corporation in the State of Florida is 1920 Boy Scout Drive, Fort Myers, Florida, 33907. The name of the initial registered agent of this corporation at that address is DON E. HANEY. The Board of Directors may from time to time move the principal office to any other address within or without Florida, and may establish branch offices in such other place or places as may be designated by the Board of Directors.

ARTICLE VI - DIRECTORS

The corporation shall have two (2) directors, initially. The number of directors may be increased or diminished from time to time in the manner provided in the bylaws. The names and street addresses of the members of the Board of Directors are:

DON E. HANEY	2430 McGregor Blvd. Fort Myers, FL 33901
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ENNEIS HANEY	2430 McGregor Blvd. Fort Myers, FL 33901
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Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE VII - DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the Directors as directors and as officers, to restrict the transfer of stock by shareholders, to indemnify directors, officers, employees, agents, and any other persons against liabilities

to the full extent permitted by law, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these articles or with any bylaws that may be adopted by the shareholders.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is DON E. HANEY, 1920 Boy Scout Dr., Fort Myers, FL 33907. The Subscriber of these Articles of Incorporation hereby assigns to this corporation his rights to constitute a corporation and assigns to those persons designated by the Board of Directors any rights he may have as subscriber to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX - CONTRACTS AND OTHER TRANSACTIONS


No contract or other transaction between this corporation and any other corporation, whether or not a majority of the capital stock of the same shall be owned by this corporation, shall be affected or invalidated by reason of the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer, or are directors or officers, of such other corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation with any person or persons, firm or other corporation shall be affected or invalidated by the fact that any director or directors, or officer or officers, of this corporation is a party or are parties to, or interested in such contract, act or transaction, or

in any way connected with such person or persons, firm or other corporation.

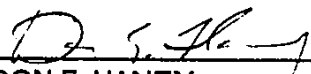
ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on shareholders herein are granted and subject to this reservation. Each amendment submitted to the shareholders for approval shall be approved by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, I, the undersigned subscriber, have hereunto set my hand and seal this 31st day of August, 1997, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.


DON E. HANEY

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


DON E. HANEY


STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 31st day of August, 1997, by DON E. HANEY, who is personally known to me or who has produced N/A as identification and who did take an oath.

NOTARY PUBLIC



PHILIP L. BURNETT
COMMISSION # CC 558884
EXPIRES JUL 15, 2000
BONDED THRU
ATLANTIC BONDING CO INC

sign 
print PHILIP L. BURNETT
Commission No. _____