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Department of State
Corporate Records/
Division of Corporations
P.O.Box 6327
Tallahassee, Florida 32314

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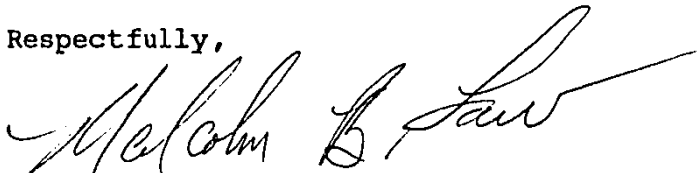
Dear Secretary of State;

Enclosed please find one original and a copy of the Articles of Incorporation of Capri Inn Restaurant, Inc.

Also find enclosed a check made payable to the Secretary of State in the amount of \$ 70.00 which includes the statutory filing fee. Your assistance in establishing the corporation is appreciated.

EFFECTIVE DATE
9-23-97

Respectfully,


Secretary

3986 Everett Avenue
Middleburg, Florida 32068

97 SEP 25 PM 9:08

RP
9-26-97

ARTICLES OF INCORPORATION
OF
CAPRI INN RESTAURANT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 SEP 25 AM 9:08

EFFECTIVE DATE
7-23-97

ARTICLE I.

The name of the corporation shall be:

Capri Inn Restaurant, Inc.

ARTICLE II.

The principal place of business and mailing address of this corporation shall be:

2710-3 Blanding Blvd.

Middleburg, Florida 32068

ARTICLE III.

The total number of shares of stock which the corporation shall have the authority to issue is ONE HUNDRED (100) all of one class, namely common stock, and the par value of each share is ONE (\$1.00) DOLLAR amounting in the aggregate to One Hundred (100) Dollars. The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$100.00 consisting of money, labor done or property actually received.

ARTICLE IV

The name of its initial Registered Agent is:

Malcolm B. Law

The street address of the initial registered office of this corporation is:

3986 Everett Avenue

Middleburg, Florida 32068

ARTICLE V

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Malcolm B. Law

3986 Everett Avenue

Middleburg, Florida 32068

ARTICLE VI

The corporation shall begin its existence on the date these Articles of Incorporation are subscribed and acknowledged, and the duration if the corporation thereafter shall be perpetual, unless sooner terminated in accordance with law.

ARTICLE VII

The corporation shall have ~~two~~ (2) Directors, initially. The number of Directors may be changed from time to time by the By-Laws, adopted by the stockholders, but shall never be less than One (1).

ARTICLE VIII

The names and post office addresses of the initial Directors are as follows;

Malcolm B. Law

3986 Everett Avenue

Middleburg, Florida 32068

Jean C. Law

3986 Everett Avenue

Middleburg, Florida 32068

ARTICLE IX

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof a pro rate portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof;

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants other instrument or instruments conferring on the corporation any shares of its stock of any class or classes


ARTICLE X

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation or in any amendment thereto in the manner now or hereafter prescribed by law, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE XI

I, Malcolm B. Law having been named to accept the service of process for Capri Inn Restaurant, Inc. certify that I am a permanent resident of Clay County, Florida, and agree to comply with the laws of Florida relative to keeping open said office.

DATED at Middleburg, Clay County, Florida, this
23rd day of September, A.D., 1997.


Malcolm B. Law

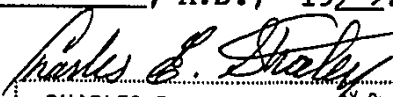

ID: L000-542-43-459-0

STATE OF FLORIDA

COUNTY OF CLAY

I HEREBY CERTIFY, that on this day before me, a Notary Public duly authorized in the State and County above to take acknowledgements personally appeared Malcolm B. Law, to me known to be the person described as the registered agent in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Middleburg, Clay County, Florida, this 23RD day of September, A.D., 1997.


CHARLES E. STRALEY
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION NO. CC 420013
COMMISSION EXPIRES NOV. 9, 1998


Notary Public, State of Florida

My Commission Expires:

The undersigned incorporator has executed these Articles of Incorporation this 23RD day of September 1997


Malcolm B. Law

ID: 4000-542-43-459-0

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
CLERK OF STATE
OFFICE OF CORPORATIONS

97 SEP 25 AM 9:08

Pursuant to the provisions of sections 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:

Capri Inn Restaurant, Inc.

2. The name and address of the registered agent is:

Malcolm B. Law

3986 Everett Avenue

Middleburg, Florida 32068

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 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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

Malcolm B. Law

Date

23 September 1997