

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Mergenthal's Cheese
Barn, Inc

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 23 PM 12:55

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Signature _____

Requested by: 83

Name _____

Date 2/23/98

Time 9:27

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

RECEIVED
98 FEB 23 AM 10:15
DIVISION OF CORPORATIONS

RP
02-23-98

ARTICLES OF INCORPORATION
OF
MERGENTHAL'S CHEESE BARN, INC.

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The undersigned, acting as incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is Mergenthal's Cheese Barn, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purposes of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of One Dollar (\$1.00) par value of common stock, which shall be designated "Common Shares."

ARTICLE IV - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation in the State of Florida is 440 Grace Avenue, Panama City, FL 32401, and the name of the initial registered agent is Michael S. Mergenthal, whose address is 440 Grace Avenue, Panama City, FL 32401.

ARTICLE V - MANAGEMENT BY SHAREHOLDERS

The business of this corporation shall be managed by its shareholders rather than a Board of Directors. In the management of the business of this corporation, the act of the shareholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders, except as otherwise provided for in any Shareholders' Agreement entered into. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business corporation.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

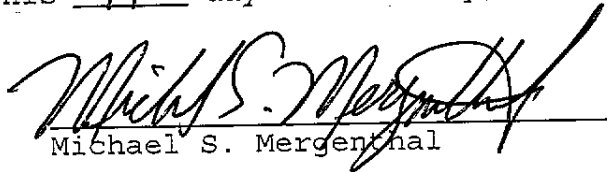
ARTICLE VIII - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Michael S. Mergenthal whose address is 440 Grace Avenue, Panama City, FL 32401.

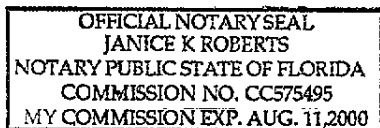
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of February, 1998.

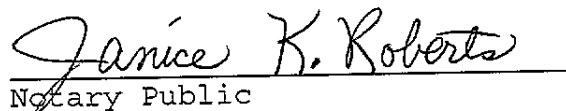

Michael S. Mergenthal

STATE OF FLORIDA
COUNTY OF BAY

The foregoing Articles of Incorporation of Mergenthal's Cheese Barn, Inc. was acknowledged before me this 20 day of February, 1998, by Michael S. Mergenthal, who is personally known to me.

(SEAL)




Notary Public

State of Florida
County of Bay


ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

OF

MERGENTHAL'S CHEESE BARN, INC.

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with provisions of the Florida General Corporation Act relative to keeping open said office.

Dated this 19th day of February, 1998.



Michael S. Mergenthal
Registered Agent

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