

LAW OFFICES

RICHARD L. PEARSE, JR., P.A.

RICHARD L. PEARSE, JR.

DEBRA A. BERGERON
LEGAL ASSISTANT

814 CHESTNUT STREET
CLEARWATER, FLORIDA 34616

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RLPEARSE@CONCENTRIC.NET

March 26, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation of
Williams Restaurant Group of Ruskin, Inc.

Dear Sir or Madam:

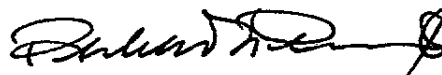
Enclosed you will find the original and one copy of Articles of Incorporation of the referenced new corporation. We also enclose our check in the amount of \$122.50, representing the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Designation	35.00
Total	\$122.50

Please return one certified copy of the Articles of Incorporation to this office at your earliest convenience.

Thank you for your attention to this matter.

Sincerely yours,



Richard L. Pearse, Jr.

RLP/dab

Enclosures

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-03/30/98-01092-020
****122.50 ****122.50

FILED
98 MAR 30 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEN APR 1 1998

**ARTICLES OF INCORPORATION
OF
WILLIAMS RESTAURANT GROUP OF RUSKIN, INC.**

FILED
38 MAR 30 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1. NAME. The name of this corporation is WILLIAMS RESTAURANT GROUP OF RUSKIN, INC.

Article 2. PRINCIPAL OFFICE. The address of the principal office of the corporation is 409 Waterford Circle East, Tarpon Springs, FL 34689. The mailing address of the corporation is 409 Waterford Circle East, Tarpon Springs, FL 34689.

Article 3. AUTHORIZED SHARES. The corporation shall have one class of shares which shall be referred to as "common" shares. The corporation is authorized to issue 5,000 common shares. The par value of the common shares of the corporation shall be \$1.00 per share.

Article 4. PREEMPTIVE RIGHTS. Every shareholder, upon the sale for cash of any new shares of the corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

Article 5. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this corporation is 814 Chestnut Street, Clearwater, Florida 33756, and the name of the initial Registered Agent at that address is Richard L. Pearse, Jr.

Article 6. INCORPORATOR. The name and address of the person subscribing to these Articles of Incorporation is:

RICHARD L. PEARSE, JR.
814 Chestnut Street
Clearwater, FL 33756

Article 7. PURPOSE. The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida, in accordance with and as permitted by Chapter 607, Florida Statutes.

Article 8. INITIAL DIRECTORS. The name and address of the initial Director of this corporation is as follows:

EDWARD T. WILLIAMS
409 Waterford Circle East
Tarpon Springs, FL 34689

KELLY S. WILLIAMS
409 Waterford Circle East
Tarpon Springs, FL 34689

EXECUTED by the undersigned Incorporator on this 26th day of March, 1998.


RICHARD L. PEARSE, JR.

STATE OF FLORIDA }
COUNTY OF PINELLAS }

The foregoing Articles of Incorporation were acknowledged before me on this March 26th, 1998, by RICHARD L. PEARSE, JR., who was personally known by me or who produced satisfactory evidence of identity, and who took an oath.

Debra A. Bergeron
Print Name: _____
Notary Public — State of Florida
Commission No.: _____
My commission expires: _____



DEBRA A. BERGERON
MY COMMISSION # CC392577 EXPIRES
July 14, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

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

In compliance with Section 607.0505, FLA. STAT. (1991) the undersigned certifies that WILLIAMS RESTAURANT GROUP OF RUSKIN, INC., desiring to organize or qualify under the laws of the State of Florida, has named Richard L. Pearse, Jr., whose address is 814 Chestnut Street, Clearwater, Florida 34616, as its Agent to accept Service of Process within the State of Florida.

Dated this 26th day of March, 1998.

WILLIAMS RESTAURANT GROUP OF
RUSKIN, INC.

By: 
Title: Incorporator

ACCEPTANCE OF DESIGNATION

The undersigned, having been named to accept Service of Process for the above-stated corporation at the place designated in this Certificate, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of all required duties, with which the undersigned certifies that he is familiar.

Dated this 26th day of March, 1998.


RICHARD L. PEARSE, JR.

FILED
98 MAR 30 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA