

P98000041391

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY -5 PM 12:10

May 1, 1998

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

300002510663--1  
-05/05/98--01041--003  
\*\*\*122.50 \*\*\*122.50

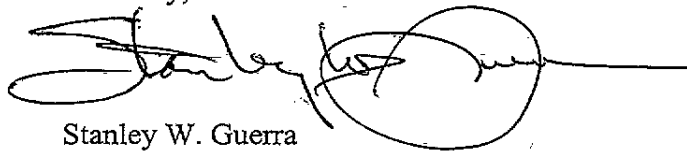
**SUBJECT: STANLEY & MIKE'S BAR-B-QUE, INC.**

Enclosed is an original and one copy of the articles of incorporation and a check for \$122.50 for the filing fee and certified copy.

Stan & Mike's Bar-B-Que, Inc.  
6449 NW 6th Place  
Bell, FL 32619  
(352) 463-0065

If you need any further information, please contact me at the above number.

Sincerely,

  
Stanley W. Guerra

D. BROWN MAY - 7 1998

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY -5 PM 12:10

**ARTICLES OF INCORPORATION**  
**OF**  
**STAN & MIKE'S BAR-B-QUE, INC.**

**ARTICLE I. NAME**

The name of the corporation shall be Stan & Mike's Bar-B-Que, Inc.

**ARTICLE II. ADDRESS**

The principal place of business and mailing address of the corporation shall be  
6449 NW 6th Place, Bell, FL 32619

**ARTICLE III. DURATION**

The period of duration of this corporation is perpetual, unless dissolved according to law.  
Corporate existence shall commence upon filing with the Secretary of State.

**ARTICLE IV. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have  
outstanding at any one time is 100 shares of common stock on one class only, having a  
par value of \$1.00 per share.

**ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS**

The street address of the initial registered office of this corporation is Stan & Mike's  
Bar-B-Que, Inc. 6449 NW 6th Place Bell, FL 32619, and the name of the initial  
registered agent of this corporation at that address is Stanley W. Guerra.

**ARTICLE VI. INCORPORATORS**

The name and address of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Stanley W. Guerra	6449 NW 6th Place Bell, FL 32619
Michael Guerra	2390 NW 6th Ave. Bell, FL 32619

## ARTICLE VII. DIRECTORS

The corporation shall have four directors initially. The number of directors may be increased or decreased from time to time, in accordance with by-laws adopted by the shareholders, provided, that the corporation shall always have the minimum number of directors required by law.

## ARTICLE VIII. INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Stanley W. Guerra	6449 NW 6th Place Bell, FL 32619
Debra H. Guerra	6449 NW 6th Place Bell, FL 32619
Michael Guerra	2390 NW 6th Ave. Bell, FL 32619
Paulette Guerra	2390 NW 6th Ave. Bell, FL 32619

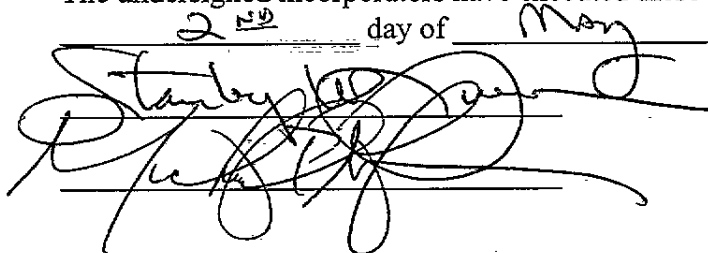
## ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be by majority vote of the Board of Directors or by majority vote of the shareholders provided, however, that the Board of Directors shall not have the power to adopt, alter, amend or repeal by-laws if such action would be inconsistent with any by-laws adopted by the shareholders.

## ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by a majority of the shares entitled to vote thereon.

The undersigned incorporators have executed these Articles of Incorporation this

2<sup>nd</sup> day of May, 1998.  


FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY -5 PM 12:11

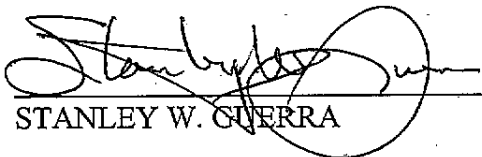
**CERTIFICATE OF DESIGNATION OF**  
**REGISTERED AGENT/REGISTERED OFFICE**

1. The name of the corporation is Stan & Mike's Bar-B-Que, Inc.

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

Stanley W. Guerra  
6449 NW 6th Place  
Bell, FL 32619

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.

  
STANLEY W. GUERRA

5-2-98  
DATE