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LAW OFFICES
MASON & MERRITT
A PARTNERSHIP OF
PROFESSIONAL ASSOCIATIONS
101 SOUTH MAIN STREET
POST OFFICE BOX 1900
BROOKSVILLE, FLORIDA 34605-1900
TELEPHONE: (352) 796-0795
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E-MAIL: JMMASON@INNET.COM

JOSEPH M. MASON, JR., PA*
DANIEL B. MERRITT, JR., PA
JOHN M. KELLER

*ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

4074 COMMERCIAL WAY
SPRING HILL, FLORIDA 34606-2397
TELEPHONE: (352) 686-1028

PLEASE REPLY TO:
BROOKSVILLE

May 21, 1998

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****122.50 ****122.50

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

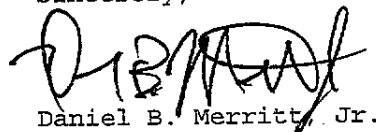
RE: Articles of Incorporation for County Boy's BBQ, Inc.

Dear Sir/Madam:

Please find enclosed original Articles of Incorporation for filing, along with a check in the amount of \$122.50 to cover the filing fee and a certified copy of the articles. Please forward confirmation to my attention at the above address.

If you have any questions, please feel free to contact me.

Sincerely,


Daniel B. Merritt, Jr.

DBMJR/ka
COU05218.L
Enclosures

FILED
98 MAY 26 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

COUNTRY BOY'S BBQ, INC.

FILED
98 MAY 26 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator desires to form a general business corporation under the laws of the State of Florida and, by execution of these Articles of Incorporation, does hereby accept all of the rights, privileges, benefits, and obligations conferred and imposed by said laws, and, further, does hereby adopt these Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I - NAME

Section 1.1 Designation. The Corporation shall be a corporation for profit pursuant to Chapter 607, Florida Statutes, and its name shall be:

COUNTRY BOY'S BBQ, INC.

and said name shall be so registered with the Florida Department of State, Division of Corporations.

ARTICLE II - DURATION

Section 2.1 Perpetual Existence. The Corporation shall have perpetual existence, said perpetual existence to commence upon the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

Section 3.1 Place of Business. The principal place of business of the Corporation shall be located at 915 West Jefferson Street, Brooksville, FL, 34601, or at such other place as may from time-to-time be specified by the Board of Directors (the Board).

Section 3.2 Mailing Address. The mailing address of the corporation shall be 915 West Jefferson Street, Brooksville, Florida, 34601, or as from time-to-time specified by the Board.

ARTICLE IV - PURPOSE

Section 4.1 Purpose. This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under Chapter 607, Florida Statutes, the Florida General Corporation Act, as in effect from time-to-time, including but not limited to, the general full service family restaurant business, and everything else necessary, proper, advisable, or convenient for the accomplishment of said purpose, and to do all other things incidental to said purpose or connected therewith that are not forbidden by the Florida corporation laws or by other law, or by these Articles of Incorporation, and to carry out said purpose in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that it is not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE V - OFFICERS

Section 5.1 Officers. The affairs of the Corporation shall be managed by a President and by such other officers, including a Vice-President, Secretary, Treasurer, or such other officers as the Board may in its discretion determine to be necessary.

Section 5.2 Appointment. The procedure for appointment of the above officers shall be as specified by the Board as from time-to-time amended.

ARTICLE VI - CORPORATE POWERS

Section 6.1 Powers. The Corporation shall have all the powers set forth in Chapter 607, the Florida Business Corporation Act, as in effect from time-to-time, and such other powers as allowed by law.

ARTICLE VII - STOCK

Section 7.1 Shares. The Corporation is authorized to issue One-Thousand (1,000) shares of Capital Stock having a par value of One Dollar (\$1.00) per share payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board. The authorized and/or issued Capital Stock of the Corporation may at any time be increased or decreased as provided by the laws of the State of Florida. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Section 7.2 Dividends. The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board, dividends payable either in cash or in property solely out of the unreserved and unrestricted earned surplus of the Corporation, and dividends payable in shares of the Capital Stock of the Corporation solely out of any unreserved and unrestricted surplus of the Corporation, as provided by the laws of the State of Florida.

Section 7.3 Classes or Series of Stock. The shares of Capital Stock of the Corporation may not be divided into either classes or series.

ARTICLE VIII - AMENDMENT

Section 8.1 Procedure. Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the laws of the State of Florida governing Corporations, to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, and any rights conferred upon any stockholders are subject to this reservation.

ARTICLE IX - INITIAL REGISTERED AGENT AND ADDRESS

Section 9.1 Registered Agent and Address. Subject to change from time-to-time by the Board, the street address of the registered agent of this Corporation shall be 101 S. Main Street, P.O. Box 1900, Brooksville, Florida, 34605. DANIEL B. MERRITT, JR., Esquire, shall be the initial Registered Agent of the Corporation at that address.

ARTICLE X - INCORPORATOR AND INITIAL BOARD OF DIRECTORS

Section 10.1 Designation. This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time-to-time by action in accordance with the Bylaws of the Corporation as from time-to-time adopted or amended by the Board of Directors. The name and address of the incorporators and of the initial Directors of the Corporation, who shall serve as Directors until and if and when successors are elected and who have qualified pursuant to the Bylaws of the Corporation, are;

JENNIFER N. PATRICK
P.O. BOX 1325
BROOKSVILLE, FL 34605

ARTICLE XI - INDEMNIFICATION

Section 11.1 Officers, Directors, and Employees. The Corporation, by the adoption of appropriate provisions in its Bylaws, may indemnify any officer, director, or employee of the Corporation, or any former officer, director, or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

ARTICLE XII - BYLAWS

Section 12.1 Adoption. The Board shall have authority to make and/or adopt bylaws for the Corporation and from time-to-time to alter, amend, repeal any such bylaws adopted by it.

IN WITNESS WHEREOF, the above-named individual has hereunto subscribed her name this 21st day of May, 1998.


JENNIFER N. PATRICK


STATE OF FLORIDA
COUNTY OF HERNANDO

BEFORE ME, the undersigned authority, on the 21st day of May, 1998, in the County and State aforementioned, personally appeared JENNIFER N. PATRICK, the person who, first being by me duly sworn, deposed and said upon his oath that he is the person described in and who executed the foregoing Articles of Incorporation, that he executed same for the purposes therein stated, and with the intent to be thereby bound. Said person is either personally known to me or produced identification satisfactory to me (if said person produced identification, same is described as follows: _____

Personally Known

_____) .

My Commission Expires:


Daniel B. Merritt Jr. (Printed Name)
Notary Public, State of Florida

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

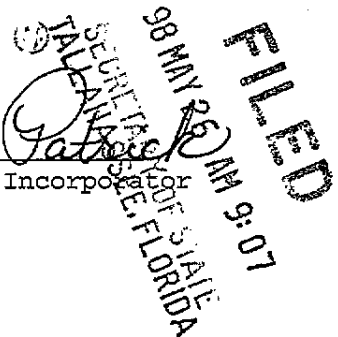
In compliance with Section 48.091, Florida Statutes, the following is submitted:

COUNTRY BOY'S BBQ, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 915 West Jefferson Street, Brooksville, Florida, 34601, has named DANIEL B. MERRITT, JR., Esquire, located at 101 S. Main Street, P.O. Box 1900, Brooksville, Florida, 34605, as its agent to accept service of process within the State of Florida.

DATED this 21st day of May, 1998.

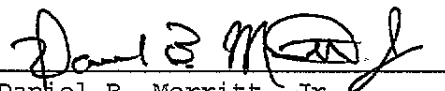
Signatures:


JENNIFER N. PATRICK-Incorporator



ACCEPTANCE OF RESIDENT AGENT

Having been named as resident agent to accept service of process for COUNTRY BOY'S BBQ, INC., at the place designated in these Articles, I hereby accept such designation pursuant to Section 607.0501(3), Florida Statutes, and agree to act in such capacity and further state that I am familiar with the obligations of that position, and I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as such officer.

Signature: 
Daniel B. Merritt, Jr.

Date May 21, 1998

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