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PLEASE REPLY TO:

Port St. Lucie

June 3, 1998

VIA OVERNIGHT DELIVERY

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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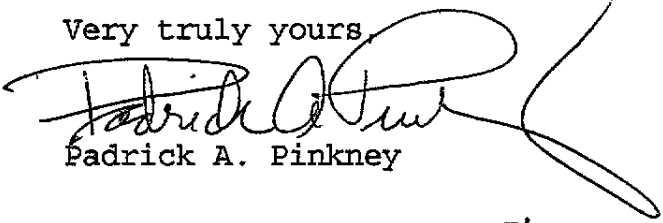
RE: Lewis Williams' Original Island Bar-B-Que, Inc.
Our File No.: 980512

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed for the filing fee, certification fee and status report.

Please file the original of the enclosed Articles of Incorporation and return the certified copy to the undersigned in the self-addressed overnight envelope provided. Thank you in advance for your cooperation and assistance with this matter.

Very truly yours,


Padrick A. Pinkney

Enclosures

Dmc
6/8/98

FILED
98 JUN -4 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
LEWIS WILLIAMS' ORIGINAL ISLAND BAR-B-QUE, INC.**

FILED
98 JUN -4 AM 8:3
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural persons, acting as Incorporators for the purpose of forming a corporation for profit under the provisions of Section 607, Florida Business Corporation Act, of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

FILED
98 JUN -4 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I
Name of Corporation, Principal Office and Mailing Address

The name of this Corporation shall be Lewis Williams' Original Island Bar-B-Que, Inc. The principal office of this Corporation shall be 4014 East State Road 200, Suite B, Fernandina Beach, Florida 32034. The mailing address of this Corporation shall be the same.

II
Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

To do everything necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these Articles, and to do every other act incidental to the corporate purposes which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render such services in the State of Florida.

III

Capital Stock

A. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares of common stock at one cent (\$0.01) par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

IV

Duration

The Corporation shall have perpetual existence.

V

Registered Agent

The address of this Corporation's initial registered office is 145 N. W. Central Park Plaza, Port St. Lucie, Florida 34986, and the name of its initial Registered Agent at said address is Padrick A. Pinkney.

VI

Incorporator

The names and addresses of the Incorporators are as follows:

Laurine Williams
630 South 9th Street
Fernandina Beach, Fl. 32034

Adrian B. Williams
1103 Date Street
Fernandina Bch, FL 32034

Dollie V. Allen
3738 Cayman Circle
Fernandina Beach, Florida 32034

VII

Board of Directors

The Corporation shall have a Board of Directors consisting of three (3) persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than three (3). The names and addresses of the initial Directors of this Corporation are:

Laurine Williams
630 S. 9th Street
Fernandina Bch, FL 32034

Dollie V. Allen
3738 Cayman Circle
Fernandina Bch, FL 32034

Lewis Williams, Jr.
630 S. 9th Street
Fernandina Bch, FL 32034

Darryl Williams
630 S. 9th Street
Fernandina Bch, FL 32034

Adrian B. Williams
1103 Date Street
Fernandina Bch, FL 32034

Alvin Williams
1423 Leon Street
Fernandina Bch, FL 32034

Cornelius Williams
400 N.W. 21st Lane, Apt. 41
Gainesville, FL 32609

VIII

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

IX

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

X

Indemnification

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

XI

Bylaws

The Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a duly called regular or special meeting of the members, by an affirmative vote of a majority of all the members present in person or by proxy.

In Witness Whereof, the undersigned Incorporators have executed these
Articles of Incorporation this 01st day of June 1998.

By: Laurine Williams
LAURINE WILLIAMS

By: Adrian B. Williams
ADRIAN B. WILLIAMS

By: Dollie J. Allen
DOLLIE V. ALLEN

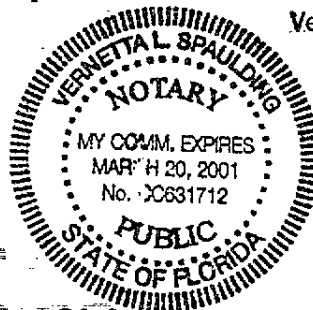
State of Florida
County of Nassau

The Foregoing Instrument was acknowledged before me this 1st day of June 1998,
by LAURINE WILLIAMS, after producing Florida Driver's License #1A452-522-29-671, is
known to be the person who executed the foregoing **ARTICLES OF INCORPORATION**, as the Incorporator,
who acknowledged to and before me that she executed the same for the uses and purposes therein mentioned
and set forth..

In Witness Whereof, I have hereunto set my hand and seal this 01st day of June 1998.

Vernetta L. Spaulding
NOTARY PUBLIC-State of Florida
My commission expires:

Vernetta L. Spaulding



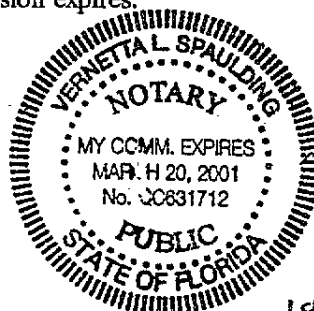
State of Florida
County of Nassau

The Foregoing Instrument was acknowledged before me this 1st day of June 1998, by ADRIAN B. WILLIAMS, who after producing Florida Driver's License # W452-002-04-178, is known to be the person who executed the foregoing **ARTICLES OF INCORPORATION**, as the Incorporator, who acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

In Witness Whereof, I have hereunto set my hand and seal this 1st day of June 1998.

Vernetta L. Spaulding
NOTARY PUBLIC-State of Florida

My commission expires: Vernetta L. Spaulding

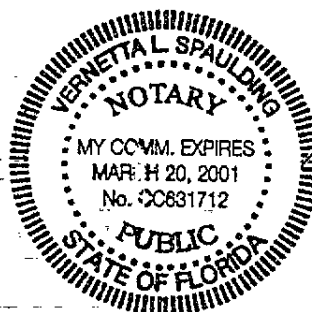


State of Florida
County of Nassau

The Foregoing Instrument was acknowledged before me this 1st day of June 1998, by DOLLIE V. ALLEN, after producing Florida Driver's License # A450-179-57-514-0, is known to be the person who executed the foregoing **ARTICLES OF INCORPORATION**, as the Incorporator, who acknowledged to and before me that she executed the same for the uses and purposes therein mentioned and set forth.

In Witness Whereof, I have hereunto set my hand and seal this 1st day of June 1998.

Vernetta L. Spaulding
NOTARY PUBLIC-State of Florida
My commission expires: Vernetta L. Spaulding



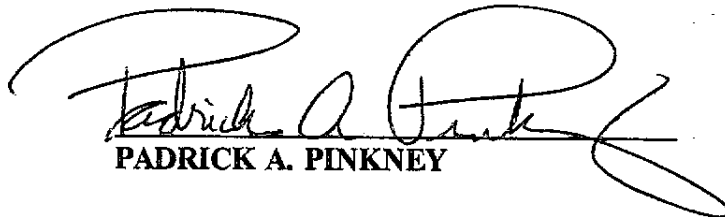
FILED

**CERTIFICATE DESIGNATING PLACES OF BUSINESS
OR DOMICILE FOR THE SERVICES OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

98 JUN -4 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **Lewis Williams' Original Island Bar-B-Que, Inc.**, a Corporation for Profit, has named **PADRICK A. PINKNEY, 145 N.W. Central Park Plaza, Port St. Lucie, Florida 34986**, as its agent to accept service of process within this state. Having been named to accept service of process for the above Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


PADRICK A. PINKNEY