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July 8, 1998

FILED  
JUL 13 AM 9:49  
JAMES M. SHUTA  
ATTORNEY AT LAW  
TALLAHASSEE, FLORIDA  
CORPORATIONS

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32301

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-07/13/98--01020--006  
\*\*\*\*122.50 \*\*\*\*122.50

Re: SPRING HILL COOKER, INC.

Gentle(wo)men:

Enclosed is the original and one copy of the following documents which are submitted to you for the purpose of incorporating this business:

1. Articles of Incorporation
2. Registered Agent Certificate

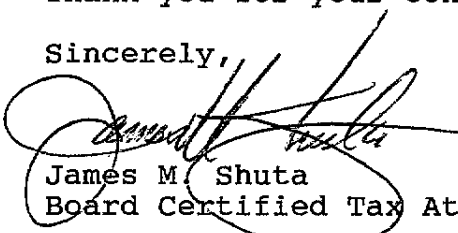
Also enclosed is a check in the amount of \$122.50 for the following:

- |                                |          |
|--------------------------------|----------|
| 1. Corporate Filing Fee        | \$ 35.00 |
| 2. Registered Agent Filing Fee | 35.00    |
| 3. Certified Copy              | 52.50    |

Please return the certified copy of the Articles of Incorporation to the undersigned after recording.

Thank you for your continued assistance.

Sincerely,

  
James M. Shuta  
Board Certified Tax Attorney

James GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT 2 initial  
DATE 7-16-98  
DOC EXAM. VM

SEC OF STATE

384-2266

ARTICLES OF INCORPORATION  
OF  
SPRING HILL COOKER, INC.

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purposes of beginning a Corporation under the laws of the State of Florida, Chapter 607, General Corporation Act, providing for the formation, liabilities, rights, privileges and immunities of a Corporation for profit generally, hereby makes, subscribes, acknowledges and files these Articles for the purpose of becoming a Corporation under the laws of the State of Florida.

ARTICLE I  
Name of Corporation

The name of this Corporation shall be SPRING HILL COOKER, INC.

ARTICLE II  
General Nature of Business

The general nature of the business to be transacted by this Corporation shall be:

(1) To engage generally in every aspect of and associated with the operation of a restaurant.

(2) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade, and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing) deal in and with property of every kind and character, real, personal, or mixed, tangible, intangible, wherever situated and however held, including but not limited to, money, credits, choices in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

(3) To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee factor or otherwise, either alone or in company with others.

(4) To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation and to guarantee contracts and other obligations.

(5) To let concessions to others to do any of the things that this Corporation is empowered to do and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

(6) To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this corporation, and to do all things specified in the Florida Statutes and to have and exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

### **ARTICLE III**

#### **Capital Stock**

(a) The total number of shares of capital stock authorized to be issued by the Corporation shall be 7,500 shares of \$1.00 Par Value Common Stock. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of said capital stock may be paid in money or in property (other than stock and securities) at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid and shall be nonassessable.

(b) In the election of directors of this Corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(c) The holders of the stock of the Corporation shall have the preemptive right to subscribe for and purchase a proportionate share of any additional stock issued by the Corporation from and after issuance of the shares originally subscribed for by the shareholders of this Corporation, whether such additional shares be issued for cash or property and whether or not such shares be presently authorized or be authorized by subsequent amendment of these Articles of Incorporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

(d) No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

#### ARTICLE IV Restraint on Alienation of Shares

The shareholders of this Corporation shall have the power to include in the By-Laws of this Corporation or in a separate agreement among the shareholders and/or the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of stock of this Corporation by any of its shareholders, or in the event of the death, disability or retirement of any of its shareholders, provided such provisions are adopted by a two-thirds (2/3) vote of the shareholders. The manner and form, as well as relevant terms, conditions, and details hereof, shall be determined by the shareholders of this Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provision shall be plainly written upon the certificate evidencing ownership of said stock.

#### ARTICLE V Dividends

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the Corporation.

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

#### ARTICLE VI Shareholder's Action

Any action permitted or required to be taken by the shareholders of this Corporation may be taken at a meeting of the shareholders duly called as provided by law or without a meeting if consent in writing, setting forth the action taken, shall be

signed by all persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as a part of the corporate records. Such consent shall have the same force and effect as unanimous vote of the shareholders, and may be stated as such in any certificate or document.

**ARTICLE VII**  
**Capital to Begin Business**

The amount of capital with which this Corporation will begin business will be One Thousand and no/100 (\$1,000.00) Dollars.

**ARTICLE VIII**  
**Reduction in Stated Capital**

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

**ARTICLE IX**  
**Board of Directors**

The number of directors of this corporation shall initially be two (2). From time to time, the number of directors may be increased or diminished by resolutions adopted by the shareholders, but shall never be less than one (1). Subject to the By-Laws of the Corporation, meetings of the directors may be held within or without the State of Florida. The two initial directors are:  
James Clayborne McDuff and Robert J. Theriault.

**ARTICLE X**  
**Management**

The business of the Corporation shall be managed by its Board of Directors.

**ARTICLE XI**  
**Removal of Directors**

Any director of the Corporation may be removed at any annual or special meeting of the shareholders by the same vote as that required to elect a director.

**ARTICLE XII**  
**Director's Compensation**

The shareholders of this Corporation shall have the exclusive authority to fix the compensation of directors of this Corporation.

**ARTICLE XIII**  
**Director's Action**

Any action permitted or required to be taken by the directors of this Corporation may be taken at a meeting of the directors duly called as provided by law or without a meeting if written consent to the action in question is signed by all the directors and filed with the Minutes of the proceedings of the Board, whether done before or after the action so taken.

**ARTICLE XIV**  
**Additional Provisions**

In furtherance and not in limitation of the powers conferred by Statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of this Corporation:

(a) The Board of Directors, from time to time, shall determine whether and to what extent and at what times and places, and under what conditions and regulations the accounts and books of this Corporation, or any of them, shall be opened to the inspection of the shareholders, and no shareholder shall have any right to inspect any account or document of the Corporation, except as conferred by Statute or authorized by the Board of Directors.

(b) The Board of Directors may prescribe a method or methods for replacement of lost certificates and may prescribe reasonable conditions by way of security upon the issue of new certificates herefor.

(c) The officers of this Corporation shall be a President, Treasurer and Secretary, and such other officers, agents and factors as may be deemed necessary, shall be chosen in such manner and hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors.

**ARTICLE XV**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

ARTICLE XVI

Principal Office, Mailing Address and Registered Agent

Principal Office - The initial principal office of the Corporation will be located at:

12208 GENTER DR  
SPRING HILL FL 34609

Mailing Address - The mailing address of the Corporation in the State of Florida is:

12208 GENTER DR  
SPRING HILL FL 34609

Initial Registered Agent - The initial registered agent of the Corporation at the principal office of the Corporation is:

JAMES CLAYBORNE McDUFF

ARTICLE XVII

Existence of Corporation

This Corporation shall commence business upon filing and shall exist perpetually thereafter unless dissolved according to law.

ARTICLE XVIII

Subscriber

The name and post office address of the Subscriber to these Articles of Incorporation is as follows:

ROBERT J. THERIAULT  
818 Christina Circle  
Oldsmar, Florida 34677

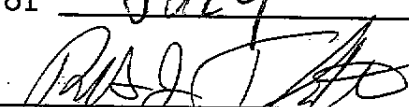
IN WITNESS WHEREOF, the subscribing Incorporator has hereunto set his hand and seal this 8<sup>th</sup> day of JULY, 1998.

Sign Name

Print Name

Sign Name

Print Name

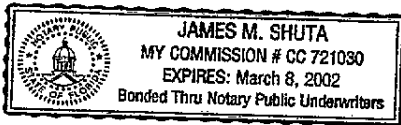
  
ROBERT J. THERIAULT

STATE OF FLORIDA

COUNTY OF

PINEHILLS

I HEREBY CERTIFY that on the 8th day of July, 1998,  
the foregoing was acknowledged before me by ROBERT J. THERIAULT,  
(X) who is personally known to me or ( ) who produced \_\_\_\_\_  
\_\_\_\_\_ as identification and who ( ) did  
or (X) did not take an oath.



[Signature]  
Notary Public, State of Florida

\_\_\_\_\_  
(Printed Name)

My Commission Expires: \_\_\_\_\_

Commission No. \_\_\_\_\_



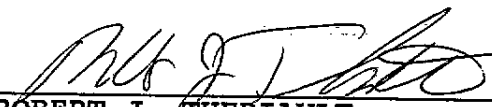
**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is **SPRING HILL COOKER, INC.**
2. The name and address of the registered agent and office:

**JAMES CLAYBORNE McDUFF**

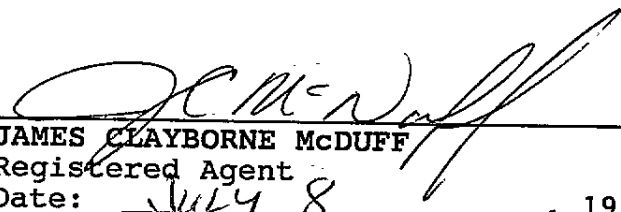
12208 CENTER DR  
SPRING HILL FL 34609

  
\_\_\_\_\_  
**ROBERT J. THERIAULT**

Incorporator

Date: JULY 8, 1998

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.

  
\_\_\_\_\_  
**JAMES CLAYBORNE McDUFF**

Registered Agent

Date: JULY 8, 1998

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