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A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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July 15, 1998

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

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Re: BACK DOOR CAFE', INC.

Dear Sir or Madam:

Enclosed for filing, please find the original and one copy of the Articles of Incorporation for BACK DOOR CAFE', INC., along with the original Certificate Designating Place Of Business Or Domicile For The Service Of Process Within This State, Naming Agent Upon Whom Process May Be Served.

I would appreciate your filing the above Articles of Incorporation and sending me a certified copy of same in the self-addressed, stamped envelope provided for your convenience. Our check in the sum of \$122.50 is also enclosed as your filing fee.

Thank you for your assistance in this matter.

Sincerely,


SCOTT E. SIMPSON

SES/ss
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

BACK DOOR CAFE', INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME. The name of the Corporation is:

BACK DOOR CAFE', INC.

ARTICLE 2. DURATION. This corporation shall have perpetual existence commencing on the date that these Articles are formally accepted by the office of the Secretary of State for the State of Florida.

ARTICLE 3. PURPOSE. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. CAPITAL STOCK. The aggregate number of shares which the Corporation is authorized to issue is FIVE HUNDRED (500) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE 5. ADDRESS. The street address of **BACK DOOR CAFE', INC.** is the following:

600 S. Young Street, Suite 16
Ormond Beach, FL 32174

The mailing address of **BACK DOOR CAFE', INC.** is the following:

600 S. Young Street, Suite 16
Ormond Beach, FL 32174

ARTICLE 6. PRE-EMPTIVE RIGHTS. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series in that which he already holds, shall have the right to purchase this pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE 7. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial Registered Office of the Corporation is 595 W. Granada Blvd., Suite A, Ormond Beach, Florida and the name of its initial Registered Agent at that address is SCOTT E. SIMPSON.

ARTICLE 8. BOARD OF DIRECTORS. The Incorporators, as hereinafter set forth, agree that there will be no board of directors for this corporation and that the responsibilities and duties normally performed by the board of directors shall be performed by the shareholders of this corporation.

ARTICLE 9. INCORPORATORS. The name and address of each Incorporator is as follows:

Pam Minter	600 S. Young Street, Suite 16 Ormond Beach, FL 32174
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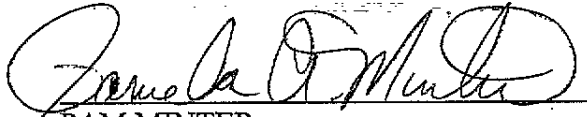
ARTICLE 10. INDEMNIFICATION. This corporation shall indemnify any officer to the full extent of the law.

ARTICLE 11. AMENDMENT. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to same, and

any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this

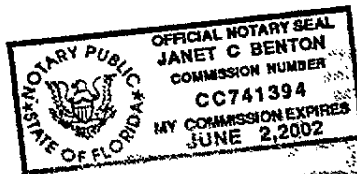
8th day of July, 1998.

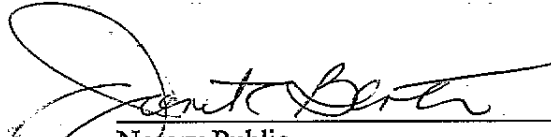

PAM MINTER

STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me personally appeared PAM MINTER known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

The foregoing instrument was acknowledged before me this 8 day of July, 1998 by PAM MINTER, () who is personally known to me, or () who produced a Florida driver's license as identification.




Notary Public
State of Florida
Commission No.:
My Commission Expires:

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

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

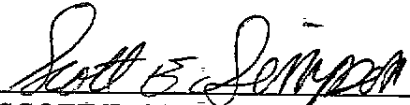
Pursuant to Florida Statute 48.091, the following is submitted in compliance with said Act.

First, **BACK DOOR CAFE, INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, has named **SCOTT E. SIMPSON**, 595 W. Granada Blvd., Suite A, Ormond Beach, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated 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.

DATED this 14th day of July, 1998.


SCOTT E. SIMPSON, as Registered Agent