

7/21/98

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FLORIDA DIVISION OF CORPORATIONS
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FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SONNY'S OF KEY WEST, INC.

AUDIT NUMBER.....H98000013494

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

7-21-98

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ARTICLES OF INCORPORATION
OF

Sonny's of Key West, Inc.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

Sonny's of Key West, Inc.

The principal place of business of this corporation shall be 201 Front Street, Suite 224, Key West, Florida, 33040.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock have \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 201 Front Street, Suite 224, Key West, Florida 33040 and the name of the initial registered agent of the corporation at that address is Edwin O. Swift, III.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

Michelle I. Cates
507 Whitehead Street
Key West, Florida 33040
305-296-7760
Florida Bar #0985120

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ARTICLE VI OFFICERS AND DIRECTORS

This corporation shall have one director initially. The name and street address of the initial director who shall hold office for the first year of the corporation or until a successor is elected or appointed is:

Edwin O. Swift, III.
201 Front Street, Suite 224
Key West, Florida 33040

ARTICLE VII INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Edwin O. Swift, III.
201 Front Street, Suite 224
Key West, Florida 33040

ARTICLE VIII INDEMNIFICATION

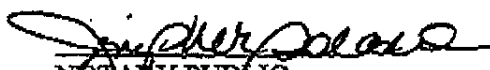
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 16th day of July 1998.

By: 
Edwin O. Swift, III.

STATE OF FLORIDA
COUNTY OF Monroe

The foregoing instrument was acknowledged before me this 16th day of July, 1998, by Edwin O. Swift, III. who is personally known to me or who has produced Florida Drivers License Number N/A.


NOTARY PUBLIC,
STATE OF FLORIDA
My commission expires 9/12/00



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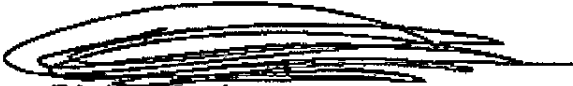
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING AGENT UPON WHO PROCESS MAY BE SERVED**

Pursuant to Chapter 48, Florida statutes, the following is submitted in compliance with said statute:

That Sonny's of Key West, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Key West, Monroe County, Florida, has named Edwin O. Swift, III., located at 201 Front Street, Suite 224, Key West, Monroe County, State of Florida, 33040 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Edwin O. Swift, III.
Registered Agent

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TALLAHASSEE, FLORIDA

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