

LAW OFFICE OF
JAMES F. SPINDLER, JR., P.A.

A PROFESSIONAL ASSOCIATION
3858 NORTH CITRUS AVENUE
CRYSTAL RIVER, FLORIDA 34428
TEL: (352) 795-4411 FAX: (352) 795-4611

P98 0000 66292

EFFECTIVE DATE

7/24/98

July 24, 1998

Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

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****122.50 ****122.50

RE: Huey Enterprises Inc., a Florida Corporation;

Gentlemen:

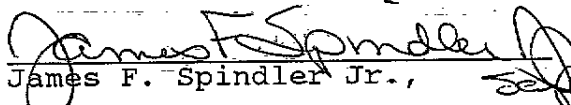
I am enclosing herewith two (2) originals of the Articles of Incorporation for the above-named corporation. In addition, my check in the sum of \$122.50 is enclosed, which represents the following fees:

Filing fee	\$ 35.00
Registered Agent	35.00
Certified copy	52.50
Total	\$ 122.50

Please file the original of the enclosed Articles of Incorporation and return the certified copy to the undersigned.

Thank you for your attention in this matter. It is greatly appreciated.

Very truly yours,


James F. Spindler Jr.,

JFS/sap
Enc. 3
cc: Mrs. Huey

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

TA-7/29/98

EFFECTIVE DATE
7/24/98

ARTICLES OF INCORPORATION
OF
HUEY ENTERPRISES INC., a Florida Corporation

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

ARTICLE ONE

The name of the corporation is HUEY ENTERPRISES INC., a Florida Corporation.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

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

1. To engage in the business of operating a restaurant, and all other activities relating thereto.

2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

3. To do such other things as are incident to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The principal place of business address of 3621 North Lecanto Highway, Beverly Hills, Florida 34465, and mailing address of the corporation shall be: 508 Citrus Avenue, Crystal River, Florida 34429.

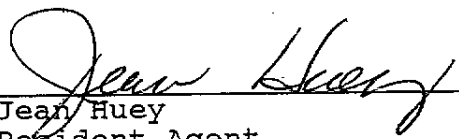
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE FIVE

The street address of the initial registered office of the corporation is, 508 Citrus Avenue, Crystal River, Florida 34429, and the name of the initial registered agent at said address is Jean Huey.

ACCEPTANCE

I, JEAN HUEY, hereby accept the designation of the registered agent of HUEY ENTERPRISES INC., a Florida Corporation, located at 508 Citrus Avenue, Crystal River, Florida 34428, on this 24 day of July 1998.


Jean Huey
Resident Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE SIX

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares. Such shares shall be of single class, and shall have a par value of ONE AND NO/100 DOLLAR (\$1.00).

ARTICLE SEVEN

The corporation shall initially have one (1) director. The names and addresses of the initial director of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
JEAN HUEY	508 Citrus Avenue, Crystal River, FL 34429

The initial directors shall serve until the first annual meeting of the shareholders of the corporation or until their successors are elected and have qualified.

The number of directors may be increased or decreased from time by an appropriate amendment made to the bylaws of the corporation by a majority of the shareholders.

ARTICLE EIGHT

The business and affairs of this corporation shall be conducted and managed by its board of directors.

ARTICLE NINE

The name and address of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Jean Huey	508 Citrus Avenue, Crystal River, FL 34429

ARTICLE TEN

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 the shareholders' meeting by a majority of the stock entitled to vote, unless all directors and 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 ELEVEN

The effective date of these Articles of Incorporation shall be the 24 of July, 1998.

ARTICLE TWELVE

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

Executed by the undersigned at Crystal River, Citrus County,
Florida, on this 24 day of July, 1998.

Jean Huey
Jean Huey

STATE OF FLORIDA)

COUNTY OF CITRUS)

BEFORE ME, the undersigned authority, duly authorized to take
acknowledgements and administer oaths, personally appeared JEAN
HUEY, well known to me to be the person signing the foregoing
Articles of Incorporation and they acknowledged to me that they
, signed same and that I relied upon the following form of
identification of the above-named persons: personally known
personally known, and that an oath (was) (was not) taken.

WITNESS my hand and official seal in the State and County
aforesaid this 24 day of July, 1998.

Stephanie Ann Price
Notary Public
My Commission Expires:

Prepared by:
James F. Spindler, Jr., Esquire
of the Law Offices of
JAMES F. SPINDLER JR., P.A.
3858 N. Citrus Avenue
Crystal River, Florida 34428
352-795-4468
Florida Bar No. 0129641



Stephanie Ann Price
MY COMMISSION # CC680692 EXPIRES
November 30, 2001
BOULEVARD THRU TROY FARM INSURANCE, INC.