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FOSTER AND FOSTER

Attorneys and Counselors at Law

DAVID L. FOSTER
D. WILLIAM FOSTER

555 FOURTH STREET NORTH
ST. PETERSBURG, FLORIDA 33701

813-822-2013
FACSIMILE
813-823-2562

MAIL ADDRESS:
POST OFFICE BOX 2911, ST. PETERSBURG, FLORIDA 33731

October 7, 1998

Florida Department of State
Corporate Records Division
P. O. Box 6327
Tallahassee, Florida 32314

100002660301--8
-10/09/98--01048--016
****122.50 ****78.75

Re: Articles of Incorporation of:
FRED FLEMING'S FAMOUS BAR-B-Q, INC.

Greetings:

Enclosed is the original and one copy of Articles of Incorporation of the above named proposed corporation.

Please approve these Articles of Incorporation, file the original, certify the copy, and return the same to the undersigned.

Enclosed is a check for \$122.50 for the filing fee, designation of Registered Agent fee, and one certified copy.

Very truly yours,

FOSTER AND FOSTER



D. William Foster

DWF/wh
Enclosures
Check: \$122.50

FILED
98 OCT -9 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FRED FLEMING'S FAMOUS BAR-B-Q, INC.

The undersigned hereby adopt these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, provisions and immunities of a corporation for profit.

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ARTICLE II - NAME

The name of the corporation shall be:

FRED FLEMING'S FAMOUS BAR-B-Q, INC.

ARTICLE III - DURATION

The corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This corporation is organized for the following purposes: To provide and maintain restaurant, catering, and other food service facilities; to purchase, or lease, or otherwise acquire any interest in

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TALLAHASSEE, FLORIDA

FRED FLEMING'S FAMOUS BAR-B-Q, INC.

Articles of Incorporation

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real and personal property of every kind, or character; to enter into, make, perform, and carry out any contracts of every kind, for any lawful purpose; to sell, or lease, or mortgage, or otherwise dispose of any real or personal property it owns, or any interest therein; and in general, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description, and to engage in and transact any and all lawful businesses for which corporations may be incorporated under the laws of the State of Florida, except that it shall not conduct a banking, safe deposit, trust, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

ARTICLE V - CAPITAL STOCK

The total number of shares authorized to be issued shall be 1,000 shares of common stock with a par value of \$1.00 per share, all of one class, participating voting stock. The consideration for said stock shall be paid for in lawful money of the United States of America, or in property, services, or labor rendered at a just valuation thereof, such valuation to be fixed by the stockholders. All such shares so issued, when the consideration therefore has been paid or delivered, shall be fully paid stock, and it shall not be liable for any further calls or assessments thereon.

ARTICLE VI - PRINCIPAL OFFICE OF CORPORATION

The principal office and mailing address for the Corporation shall be 8199 - 28th Avenue North, St. Petersburg, Florida 33710.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 555 Fourth Street North, St. Petersburg, Florida 33701, and the name of the initial registered agent of the corporation at that address is DAVID W. FOSTER.

ARTICLE VIII - INCORPORATORS AND INITIAL STOCKHOLDERS

The names and addresses of the incorporator and initial stockholder of this corporation is:

FREDERICK FLEMING
8199 - 28th Avenue North
St. Petersburg, Florida 33710

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the stockholders. The names and addresses of the initial director of this corporation is:

FREDERICK FLEMING
8199 - 28th Avenue North
St. Petersburg, Florida 33710

Said director shall hold office until his successors are duly elected by the stockholders.

ARTICLE X - INITIAL OFFICERS

The business of this corporation shall be conducted by a President, Secretary and Treasurer, and such other officers as may be elected by the Board of Directors in the manner provided in the by-laws of the corporation. Any person may hold any two or more offices. The names and addresses of the initial officers of this corporation are:

FREDERICK FLEMING	-	President, Secretary and
8199 - 28 th Avenue North		Treasurer
St. Petersburg, Florida 33710		

ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the stockholders.

ARTICLE XIII. AMENDMENT

These Articles of Incorporation may be amended by the stockholders in the manner provided by law.

FRED FLEMING'S FAMOUS BAR-B-Q, INC.

Articles of Incorporation


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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of October, 1998.

 (SEAL)
FREDERICK FLEMING, INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation beginning this 7th day of October, 1998.

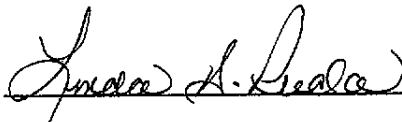

 (SEAL)
DAVID W. FOSTER, REGISTERED AGENT

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared **FREDERICK FLEMING**, who is personally known to me and known to me to be the person described in and who executed the foregoing **ARTICLES OF INCORPORATION**, as the **Incorporator**, and **DAVID W. FOSTER**, as the **Registered Agent** of said corporation, who after being by me first duly sworn depose and says that the statements contained in said instrument are true and they acknowledged that **they** executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of **October**, 1998.

Notary Public: (Signature)
Name: (Print)
My Notary Stamp or Seal:
My Commission Expires:
My Commission Number:

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98 OCT -9 AM 9:41
TALLAHASSEE, FLORIDA
SECRETARY OF STATE