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From:

Account Name : JAMES W. GRIMSLEY
Account Number : I19980000016
Phone : (850) 243-8194
Fax Number : (850) 664-5728

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Restaurant Development Company of NW Florida

Certificate of Status	<input checked="" type="checkbox"/>
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Page Count	04
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NO CTF NEEDED

78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by
James W. Grimsley
Smith, Grimsley, Bauman, Pinkerton,
Petermann & Wells
P. O. Box 2379
Fort Walton Beach, FL 32549

**ARTICLES OF INCORPORATION
OF
RESTAURANT DEVELOPMENT COMPANY OF NW FLORIDA**

ARTICLE I - NAME

The name of this corporation is **RESTAURANT DEVELOPMENT COMPANY OF NW FLORIDA.**

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of filing.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 25 Walter Martin Road, Fort Walton Beach, FL 32548, and the name and address of the initial registered agent of this corporation is James W. Grimsley, 25 Walter Martin Road, Fort Walton Beach, FL 32548.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The names and addresses of the initial directors of this corporation are:

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Richard W. Hicks
220 Matties Way
Destin, FL 32541

Claudia B. Hicks
220 Matties Way
Destin, FL 32541

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these articles is:

Richard W. Hicks
220 Matties Way
Destin, FL 32541

Claudia B. Hicks
220 Matties Way
Destin, FL 32541

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - SHARES OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

Richard W. Hicks and Claudia B. Hicks,
as tenancy by the entirety

500 Shares

ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

ARTICLE XIII - RESTRICTION OF TRANSFERABILITY OF STOCK

The shares of the capital stock of this corporation shall be issued initially as set forth in Article X. The shares held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation or to the corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in the By-Laws of this corporation.

ARTICLE XIV - TAX ARTICLE

It is the intention of this charter that the directors shall sell the capital stock of this corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code.

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 20th day of October 1998.


Richard W. Hicks


Claudia B. Hicks

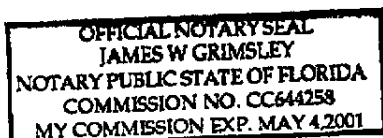
STATE OF FLORIDA
COUNTY OF OKALOOSA

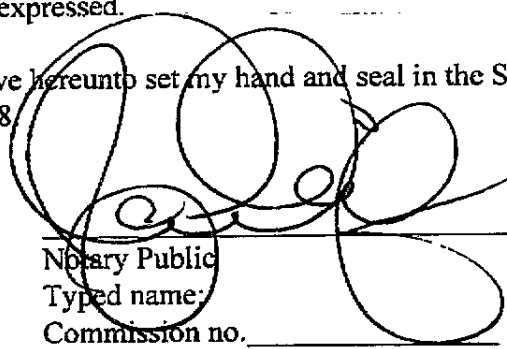
Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared RICHARD W. HICKS and wife, CLAUDIA B. HICKS, who are

X personally known to me, or who
produced Florida Driver's Licenses as identification,

being first duly sworn, acknowledged before me that they executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 20th day of October, 1998.




Notary Public
Typed name:
Commission no.
My commission expires:

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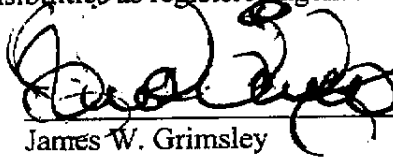
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **RESTAURANT DEVELOPMENT COMPANY OF NW FLORIDA**, a corporation duly organized and existing under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Fort Walton Beach, Florida, has named James W. Grimsley, 25 Walter Martin Road, Fort Walton Beach, FL 32548, as its agent to accept service of process for the above-named corporation at the place designated in this Certificate.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


James W. Grimsley
Registered Agent

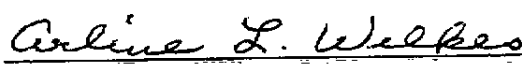
STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared JAMES W. GRIMSLEY, who is

X personally known to me, or who
produced a Florida Driver's License as identification,

being first duly sworn, acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 20th day of October, 1998.

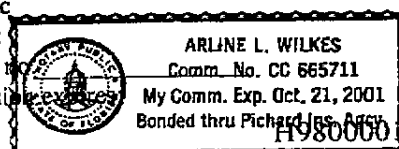


Notary Public

Typed name:

Commission

My commission



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