

P98000097340

LAW OFFICE OF
GREGORY V. BEAUCHAMP, P.A.
107 EAST PARK AVENUE/P.O. BOX 1129
CHIEFLAND, FLORIDA 32644
352-493-1458

November 6, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
The Capitol
Tallahassee, FL 32314

Re: The Country Rose, Inc.

600002683596--1
-11/09/98--01128--018
****122.50 *****78.75

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for the above-named profit corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

Filing fee	\$ 35.00
Certified Copy	35.00
Registered Agent.....	<u>52.50</u>

\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to me at your earliest opportunity.

Sincerely,


Gregory V. Beauchamp

GVB/kjh

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 19 AM 10:40

R. Purinton NOV 13 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1998

GREGORY V. BEAUCHAMP, P.A.
P.O. BOX 1129
CHIEFLAND, FL 32644

SUBJECT: THE COUNTRY ROSE, INC.
Ref. Number: W98000025576

We have received your document for THE COUNTRY ROSE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 798A00054806

ARTICLES OF INCORPORATION
OF
THE COUNTRY ROSE TEAHOUSE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 19 AM 10:40

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE: NAME

The name of this corporation shall be: THE COUNTRY ROSE
TEAHOUSE, INC.

ARTICLE TWO: NATURE OF BUSINESS

The general purpose for which this corporation is initially organized is to own and operate a restaurant business; and for the further purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE THREE: DURATION

This corporation shall have perpetual existence.

ARTICLE FOUR: CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock. By general consent of the Stockholders, it is their desire to designate the initial capital stock of this corporation as Section 1244 Stock, as defined under the Internal Revenue Code. As such stock will qualify for all rights and privileges of Section 1244 Stock.

ARTICLE FIVE: ADDRESS

The principal mailing address of the corporation is P. O. Box 36, Chiefland, FL 32644. The street address of the corporation's initial registered office is 322 East Park Avenue, Chiefland, FL 32626 and the name of the initial Registered Agent is Stephanie Kidd, whose address is 5551 N. W. 60th Street, Chiefland, FL 32626. The stockholders may from time to time designate such other address and place as the registered agent, subject to requirements of Florida law.

ARTICLE SIX: MANAGEMENT

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation. Each stockholder shall be entitled to one vote in person or by proxy for each share of voting stock held by him or her. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE SEVEN: INCORPORATORS

The name and street address of each incorporator of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefore, are as follows:

<u>NAME:</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Stephanie Kidd	5551 NW 60th St. Chiefland, FL 32626	80	\$80.00
Dina Wasson	11291 NW 99 Ct. Chiefland, FL 32626	20	\$20.00

ARTICLE EIGHT: EFFECTIVE DATE


These Articles of Incorporation shall become effective upon approval by the Department of State of the State of Florida.

ARTICLE NINE: AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders and evidence of that approval shall be in writing, signed by the stockholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledged to be filed, the foregoing Articles of Incorporation in the Office of the Secretary of State this 17th day of November, 1998.


STEPHANIE KIDD


DINA WASSON

STATE OF FLORIDA

COUNTY OF LEVY

On this 17th day of November, 1998, before me, an officer duly qualified to take acknowledgments, personally appeared STEPHANIE KIDD and DINA WASSON, (X) personally known to me or produced identification _____ and know to be the persons described in and who executed the foregoing Articles of Incorporation and they acknowledged before me the execution of same, and they did not take an oath.

WITNESS My hand and official seal in the County and State last aforesaid this 17th day of November, 1998.

(SEAL)



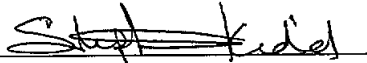
Kathleen Joan Hope
MY COMMISSION # CC580620 EXPIRES
August 28, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Kathleen Joan Hope
Notary Public

Kathleen Joan Hope
Notary Public Printed Name
My Commission Expires: 8/28/00

ACCEPTANCE OF REGISTERED AGENT

The undersigned, STEPHANIE KIDD, does hereby accept the designation and appointment of registered agent of THE COUNTRY ROSE TEAHOUSE, INC.

A handwritten signature in black ink, appearing to read 'Stephanie Kidd', written over a horizontal line.

STEPHANIE KIDD
5551 N. W. 60th Street
Chiefland, FL 32626

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 19 AM 10:40