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ATTORNEYS AT LAW

*An Affiliation of Professional Associations*

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FRANK FEE (1913-1983)  
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November 23, 1998

Division of Corporations  
Florida Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Saylor Restaurants, Inc.

500002696745--0  
-11/25/98--01059--009  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation for Saylor Restaurants, Inc. along with our check in the amount of \$122.50 for filing fee, registered agent designation and certified copy. Enclosed is a return envelope for the certified copy. Thank you.

Yours very truly,

*Connie S. Moore*

Connie S. Moore  
Legal Assistant

enclosures

FILED  
98 NOV 25 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12/2/98  
*nm*

ARTICLES OF INCORPORATION  
OF  
SAYLOR RESTAURANTS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be SAYLOR RESTAURANTS, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Division of Corporations Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 10,000 shares of One Dollar (\$1.00) par value common capital stock.

#### ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

#### ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this

corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board Of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one (1).

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

**T. SCOTT WINGFIELD**  
7230 Reserve Creek Drive  
Port St. Lucie, FL 34986

**KARON E. WINGFIELD**  
7230 Reserve Creek Drive  
Port St. Lucie, FL 34986

#### **ARTICLE VIII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### **ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

603 North Indian River Drive, Suite 104  
Fort Pierce, Florida 34950

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

**T. SCOTT WINGFIELD**

#### **ARTICLE X. INCORPORATOR**

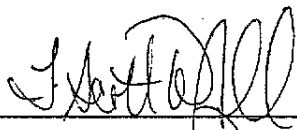
The name and address of the individual who shall serve as this corporation's incorporator are:

**T. SCOTT WINGFIELD**  
7230 Reserve Creek Drive  
Port St. Lucie, FL 34986

#### **ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments

hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



T. SCOTT WINGFIELD - Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

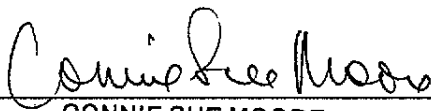
I hereby accept my designation as resident agent and agree to serve as the resident agent of **SAYLOR RESTAURANTS, INC.** I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for **SAYLOR RESTAURANTS, INC.**



T. SCOTT WINGFIELD - Registered Agent

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

On November 23, 1998, T. SCOTT WINGFIELD, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of **SAYLOR RESTAURANTS, INC.**



CONNIE SUE MOORE, Notary Public

Commission Expiration Date & Commission Number:



Connie Sue Moore  
MY COMMISSION # CC619625 EXPIRES  
April 4, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

(SEAL)