

P990000006420

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 221-8870 • 1-800-342-8062 • Fax (850) 222-1222

Southern Grace
Restaurant & Tec Co

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*****78.75 *****78.75

RECEIVED

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DIVISION OF CORPORATION

EFFECTIVE DATE
01-21-99

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC I or 3 File _____
- _____ UCC II Search _____
- _____ UCC II Retrieval _____
- _____ Courier _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
99 JAN 22 AM 11:21

Signature _____

Requested by: cy

Name _____

Date 1/22

Time 10:44

Walk-In _____

Will Pick Up _____

R. Purinton JAN 22 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

Southern Grace Restaurant & Tea Co.

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

The name of this corporation is ***Southern Grace Restaurant & Tea Co.***

ARTICLE II

PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100,000 shares of common stock of 1.00 Dollar per share par value.

ARTICLE IV

DURATION

This corporation is to exist perpetually, and its existence is to commence on the date of execution of these Articles of Incorporation.

ARTICLE V

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office and mailing address of the corporation shall be located at 706 E. Brandon Boulevard, Brandon, FI 33651.

The name and street address of the initial registered agent of the corporation in the State of Florida is: **William F. Cunningham**, 706 E. Brandon Boulevard, Brandon, FI 33651. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. This corporation shall have two (2) directors, as follows:

NAME	ADDRESS
William F. Cunningham	2204 Selkirk Street Valrico, FI 33594
Marilyn K. Koontz	5218 Sandtrap Place Valrico, FI 33594

ARTICLE VII

INCORPORATORS

The name and address of the incorporator of this corporation is:

NAME	ADDRESS
William F. Cunningham	2204 Selkirk Street Valrico, FI 33594

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof to the fullest extent permitted by law.

ARTICLE IX
BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

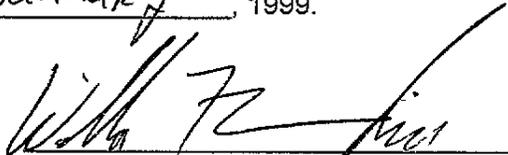
ARTICLE X
AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator,

by: **William F. Cunningham**

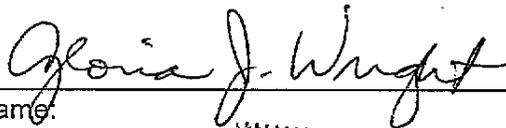
Dated this 21 day of January, 1999.


William F. Cunningham, Incorporator

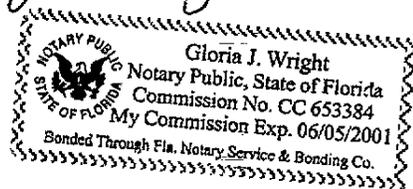
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 21st day of January, 1999,
by **William F. Cunningham**, who is personally known to me or who has produced
FL. DRIVERS LICENSE as identification.



Printed Name:
Notary Public
My Commission Expires:
Serial Number:



**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:

First -- That **SOUTHERN GRACE RESTAURANT & TEA CO.**, desiring to organize under the laws of the State of Florida with its principal place of business in Hillsborough County, Florida, has named **William F. Cunningham**, located at 706 E. Brandon Boulevard, Brandon, Florida 33651, as its agent to accept service of process within this state.



William F. Cunningham, Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



William F. Cunningham
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
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