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STANLEY B. GOECKEL, CPA, PA  
3439 DOCKSIDER DR. S.  
JACKSONVILLE, FL 32257-6333  
(904) 268-7695  
FAX: (904) 886-4494

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-01/19/99--01127--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

January 14, 1999

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

RE: KOUNTRY TAVERN, INC.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$70.00.

From Stanley B. Goeckel, CPA, PA  
3439 Dockside Dr. S.  
Jacksonville, FL 32257-6333  
(904) 268-7695

Please return a stamped copy of the Articles of Incorporation.

Cordially,

*Stanley B. Goeckel*

Stanley B. Goeckel  
CPA

FILED  
99 JAN 28 AM 10:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Enclosure

FEB 2 1999  
JAN 25 1999  
*[Signature]*



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 25, 1999

STANLEY B. GOECKEL, CPA, PA  
3439 DOCKSIDE DRIVE S  
JACKSONVILLE, FL 32257-6333

SUBJECT: KOUNTRY TAVERN, INC.  
Ref. Number: W99000001725

We have received your document for KOUNTRY TAVERN, INC. and your check(s) totaling \$70.00. 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) 487-6933.

Dana Calloway  
Document Specialist

Letter Number: 399A00003157

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**STANLEY B. GOECKEL, CPA, PA**  
3439 DOCKSIDER DR. S.  
JACKSONVILLE, FL 32257-6333  
(904) 268-7695  
FAX: (904) 886-4494

January 18, 1999

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

**RE: KOUNTRY TAVERN OF JACKSONVILLE, INC.**

Dear Dana Calloway:

Enclosed please find an original and one (1) copy of the corrected Articles of Incorporation for the above corporation.

From Stanley B. Goeckel, CPA, PA  
3439 Dockside Dr. S.  
Jacksonville, Fl 32257-6333  
(904) 268-7695

Please return a stamped copy of the Articles of Incorporation.

Cordially,

Stanley B. Goeckel  
CPA

Enclosure

ARTICLES OF INCORPORATION  
OF

KOUNTRY TAVERN OF JACKSONVILLE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

KOUNTRY TAVERN OF JACKSONVILLE, INC.

The address of the principal office of this corporation shall be 7636 N. Main St., Jacksonville, Fl 32208-4128 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United State, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$0.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3439 Docksider Dr. S., Jacksonville, Fl 32257-6333, and the name of the initial registered agent of the corporation at that address is Stanley b. Goeckel.

ARTICLE V. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have 1 Directors, initially. The name(s) and address(es) of the initial member(s) of the Board of Directors are:

Dewey E. Taylor  
7636 N. Main St.  
Jacksonville, FL 32208-4128

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99 JAN 28 AM 10:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. SPECIAL PROVISION


It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Stanley B. Goeckel  
3439 Docksider Dr. S.  
Jacksonville, FL 32257-6333

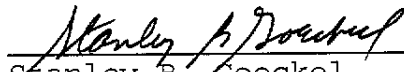
IN WITNESS WHEREOF, the incorporator, has executed these Articles of Incorporation the 14<sup>th</sup> of January, 1999.

  
\_\_\_\_\_  
Stanley B. Goeckel

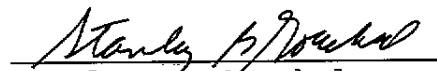
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

KOUNTRY TAVERN OF JACKSONVILLE, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates Stanley B. Goeckel, as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 3439 Docksider Dr. S., Jacksonville, Florida 32257.

DATED this 14<sup>th</sup> day of January, 1999.

  
\_\_\_\_\_  
Stanley B. Goeckel

Having been designated as the registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate,, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Stanley B. Goeckel

1/14/99  
\_\_\_\_\_  
Date

**FILED**  
99 JAN 28 AM 10:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA