

SWIFT LEGAL CLINIC

PROVIDING PARALEGAL SERVICES

904-278-1711

January 15, 1999

Corporation Division
Secretary of State
The Capitol
Tallahassee, Florida 32304

RE: Articles of Incorporation
ROXIE'S DINER, INC.

Dear Secretary:

Enclosed please find the original and one fully conformed copy of the Articles of Incorporation of ROXIE'S DINER, INC., which includes the designation and acceptance of Registered Agent, along with the registered office for service of process, for filing in the office of the Secretary of the State of Florida.

Also enclosed is payment in the amount of \$122.50 for the following:

Filing Fee	\$ 35.00
Certified copy of the	
Articles of Incorporation	52.50
Registered Agent	
Designation	35.00
	\$ 122.50

Would you please return the Certified Copy of the Articles of Incorporation to the undersigned as soon as possible.

Sincerely,

Linda J. Regan

LINDA REGAN
SWIFT LEGAL CLINIC
1680 Smith Street #3
Orange Park, Florida 32073

Enclosures

1680 SMITH STREET, SUITE #3
ORANGE PARK, FLORIDA 32073

SECRETARY OF STATE
DIVISION
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FILED
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122.50 **78.75

ARTICLES OF INCORPORATION
OF
ROXIE'S DINER, INC.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -1 AM 10:15

The undersigned incorporator of these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is **ROXIE'S DINER, INC.**

ARTICLE II. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business in the State of Florida Statutes Chapter 607.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is 20 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV. 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 they already hold, shall have the right to purchase their pro rata share, to the nearest whole share, at the price at which it is offered to others.

ARTICLE V. QUALIFICATION OF MEMBERS

The membership of this corporation shall constitute all persons hereinafter named as subscribers and such other persons as, from time to time hereafter, may become members, in the manner provided by the By-Laws.

ARTICLE VI. TERM OF EXISTENCE

The existence of this corporation shall commence as of the date these Articles are duly filed, and it shall exist perpetually thereafter.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The Resident Agent for this corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in these Articles of Incorporation at 95 North Main Street, Waldo, County of Alachua, State of Florida, 32694, has named MELVIN WILLIAMS, located at 95 North Main Street, Waldo, Florida, 32694, as its agent to accept service of process within the State.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have one (1) director initially. The number of directors may be increased from time to time, by the By-Laws, but shall never be less than one (1), nor more than two (2).

Section 2. The Board of Directors shall be members of the corporation.

Section 3. The Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

Section 4. The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the Corporation are:

MELVIN WILLIAMS

P. O. Box 116
Waldo, FL 32694

ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles
is:

MELVIN WILLIAMS

P. O. Box 116
Waldo, FL 32694

ARTICLE X. OFFICERS

Section 1. The officers of the Corporation shall be a President, Secretary and Treasurer, and such other officers as may be provided in the By-Laws.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

PRESIDENT/	MELVIN WILLIAMS	P. O. Box 116 Waldo, FL 32694
SECRETARY/	TRESSA THOMAS	4761 Burgundy Road N. Jacksonville, FL 32210
TREASURER/	MELVIN WILLIAMS	P. O. Box 116 Waldo, FL 32694

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

ARTICLE XI. BY-LAWS

Section 1. The Board of Directors of this Corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the By-Laws may be amended, altered, or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE XII. AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of intention to submit such amendments.

ARTICLE XIII. LOCATION

The location of this Corporation is 95 North Main Street, Waldo, Florida, 32694, with a mailing address of P. O. Box 116, Waldo, Florida, 32694.

ARTICLE XIV. INDEMNIFICATION

This Corporation shall indemnify any and all persons who may serve or who have served at any time as Directors or Officers, or who, at the request of the Board of Directors of the Corporation, may serve or at any time have served as Directors or Officers of another Corporation in which the Corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim,

action, quit or proceeding in which they, or any of them, are made parties, or a party, of which may be asserted against them or any of them, by reason of being or having been Directors or Officers or a Director or Officer of the Corporation, or of such other Corporation, except in relation to matters as to which any such Director or Officer or former Director or Officer or person shall be adjudged in any action, suit or proceeding to be liable for their own negligence or misconduct in the performance of their duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under the law, By-law, agreement, vote of the stockholders, or otherwise, and the Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.


IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set his hand and seal, this 28th day of January 1999, A. D., for the purpose of forming this corporation under the laws of the State of Florida.


MELVIN WILLIAMS

STATE OF FLORIDA)

COUNTY OF CLAY)

BEFORE ME, a Notary Public duly authorized in the State and County named above to take oaths and acknowledgements, personally appeared MELVIN WILLIAMS, who produced identification in the form of a FL Drivers License W452-100-41-284, to the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who did take an oath before me that he executed and subscribed to these Articles of Incorporation.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
My Commission expires: 6/5/2000



JAMES R. ROGERS, JR.
My Commission CC559407
Expires Jun. 05, 2000

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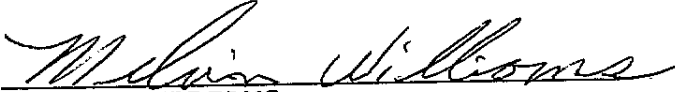
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

ROXIE'S DINER, INC., desiring to organize under the laws of the State of Florida, with its' principal office, as indicated in the Articles of Incorporation of 95 North Main Street, Waldo, Florida, 32694, has named MELVIN WILLIAMS, 95 North Main Street, Waldo, Florida 32694, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT:

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


MELVIN WILLIAMS
Registered Agent

DATED: 1-28-99