

PETER O. BRICK & ASSOCIATES

Attorneys at Law

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 15 PM 2:46

February 10, 1999

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DIVISION OF CORPORATIONS
ATTN: Doris Brown
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

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

Re: C. M. S. Enterprises, Inc.
Changed to C. M. SMITH ENTERPRISES, INC.

Dear Ms. Brown:

Pursuant to our phone conversation, Mr. Smith has chosen C. M. Smith Enterprises, Inc. as his prior choice is unavailable. In such regard, enclosed are newly executed Articles of Incorporation.

Thank you for your assistance.

Sincerely,

L. Ryan
LORETTA A. RYAN
Legal Assistant

Enclosure

D. BROWN FEB 16 1999

ARTICLES OF INCORPORATION
OF
C. M. SMITH ENTERPRISES, INC.

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WE, THE UNDERSIGNED, hereby certify that we have associated ourselves together for the purpose of establishing a corporation under and in accordance with the provision of Chapter 607 Florida Statutes, providing for the information, rights and privileges and immunities of the corporation for profit and in pursuance of the terms of said Statutes, we hereby declare and certify as follows:

ARTICLE I - NAME

The name of this corporation shall be **C. M. Smith Enterprises, Inc.** The mailing address of the corporation shall be: **9500 Osceola Drive, New Port Richey, Florida 34654.**

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This Corporation shall have the power and authority to forward the purposes and accomplish the objectives hereinafter set forth and to do and perform the same as completely and fully as any natural person is authorized to do under the laws of the State of Florida and in any part of the world:

(a) The business shall be, including but not limited to: **OWNING, MANAGING, SUPPLYING AND CONSULTING FOR RESTAURANT OPERATIONS, AND ANY AND ALL OTHER RELATED SERVICES.**

(b) To own, buy, purchase, exchange, hire, lease, mortgage, or otherwise acquire real estate and property, either improved, or any interest or right therein,

and to own, hold control, maintain, manage and develop the same in any state of the United States.

(c) The corporation shall have the lawful right to transact any and all other lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock with a par value of \$1.00.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9500 Osceola Drive, New Port Richey, Florida 34654, and the name of the registered agent of this corporation is: **Charles M. Smith III**.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than One (1). The names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
Charles M. Smith III	9500 Osceola Drive New Port Richey, FL 34654

ARTICLE VII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

NAME	ADDRESS
Charles M. Smith III	9500 Osceola Drive New Port Richey, FL 34654

ARTICLE VIII - STOCKHOLDERS

The names addresses of the stockholders of this corporation are as follows:

NAME	ADDRESS	SHARES
Charles M. Smith III	9500 Osceola Drive	8,000
	New Port Richey, FL 34654	
Treasury		2,000

ARTICLES IX - OFFICERS

The names and addresses of the Officers, who are subject to the provisions of these Articles, By-Laws and Laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected, and have qualified are as follows:

NAME	ADDRESS
Charles M. Smith III	9500 Osceola Drive
President	New Port Richey, FL 34654

ARTICLE X - 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 he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE XI - BUY BACK

If a shareholder, or anyone receiving shares by sale or inheritance, desires to sell his stock during his lifetime, he shall give the other Stockholders and the Secretary of the Corporation written notice of such desire, and the other

Stockholders shall have the right to purchase such stock at any time within thirty (30) days after such notice at such terms as the selling Stockholder may be offering.

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Stockholders.

ARTICLE XIII - SPECIAL PROVISIONS

It is the intent of the incorporators that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as Subchapter "S" corporation.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of December, 1998.



CHARLES M. SMITH III
Incorporator

State of Florida
County of Pasco

The foregoing instrument was acknowledged before me this 28th day of December, 1998 by **Charles M. Smith III** who has produced his Florida Drivers License as identification.

THIS INSTRUMENT PREPARED BY:

PETER O. BRICK, Esq.
PETER O. BRICK & ASSOCIATES
9436 Regency Park Blvd.
Port Richey, FL 34668
(727) 847-3121
Florida Bar No: 150039



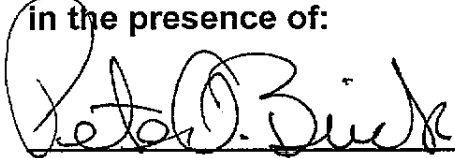
REGISTERED AGENT

FILED
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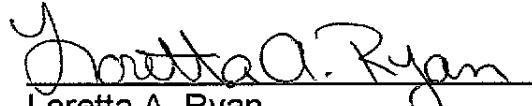
The undersigned having been designated as Registered Agent for the service of process within the State of Florida, upon **C. M. Smith Enterprises, Inc.**, does hereby accept the appointment as such agent for the above-named corporation. The address of such corporation is 9500 Osceola Drive, New Port Richey, FL 34654. The address of the Registered Agent is: 9500 Osceola Drive, New Port Richey, FL 34654.

IN WITNESS WHEREOF, the name and seal of said Registered Agent hereto is affixed at Port Richey, Florida this 28th day of December, 1998.

Signed, sealed and delivered
in the presence of:


Peter O. Brick


CHARLES M. SMITH III


Loretta A. Ryan

State of Florida
County of Pasco

The foregoing instrument was acknowledged before me this 25th day of December, 1998 by **Charles M. Smith III** who has produced his Florida Drivers License as identification.

THIS INSTRUMENT PREPARED BY:

PETER O. BRICK, ESQ.
PETER O. BRICK & ASSOCIATES
9436 Regency Park Blvd.
Port Richey, FL 34668
(727) 847-3121
Florida Bar No: 150039

