

· DANA EDMISTEN HILL
ATTORNEY AT LAW
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February 9, 1999

Division of Corporations - New Filings Section
Office of the Secretary of State
State of Florida
Post Office Box 3327
Tallahassee, Florida 32314

500002772455--3
-02/23/99--01071--006
*****19.39 *****19.39

Re: Articles of Incorporation of LARMARE'S, INC.

Dear Sir:

Please find enclosed herewith the original Articles of Incorporation of LARMARE'S, INC., Certificate of Designation of Registered Agent and Registered Office, and my office account check in the amount of \$59.36 payable to the Florida Secretary of State to cover the cost of filing fees, certified copy of Articles of Incorporation and the registration fee for the certificate of Designation of Registered Agent.

Please file the Articles of Incorporation in accordance with your usual procedures and return to me a certified copy of the Articles of Incorporation.

It is my understanding that your office will mail a Corporation Annual Report to the responsible officer of LARMARE'S, INC. between January 1 and May 1 of the next year. I have advised J. LARMARE'S, INC., and by a copy of this letter do confirm, that it must obtain a Federal Employer Identification Number (FEIN) and note said number of the Corporation Annual Report before it can be accepted by your office and filed.

If your office should have any questions regarding this transmittal or the accompanying enclosures, please do not hesitate to contact me at your earliest convenience.

Thank you for your courtesies and consideration.

Sincerely yours,

Dana Edmisten Hill

DEH:mtf

Enclosures

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-02/11/99--01029--001
*****59.36 *****59.36

W99-3609
SD 2/23



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 12, 1999

DANA EDMISTEN HILL, ESQ.
P.O. DRAWER G
LIVE OAK, FL 32064

SUBJECT: LARMARE'S, INC.
Ref. Number: W99000003609

We have received your document for LARMARE'S, INC. and check(s) totaling \$59.36. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$19.39.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

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

ARTICLES OF INCORPORATION
OF
LARMARE'S RESTAURANT, INC.

FILED
99 FEB 23 PM 4:06
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes of forming a corporation under the provisions of Chapter 607, Florida Statutes, ("Florida Business Corporation Act"), hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be: **LARMARE'S RESTAURANT, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business of the corporation shall be: 11212 CR 49, Live Oak, Florida 32060, and the mailing address of the corporation shall be: 13531 150th Place B, Live Oak, Florida 32060.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is

(1,000) shares having a par value of ONE AND 00/100 DOLLAR (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent and registered office is: MARY ELIZABETH HERRING HOLLAND, 13531 150th Place B., Live Oak, Florida 32060.

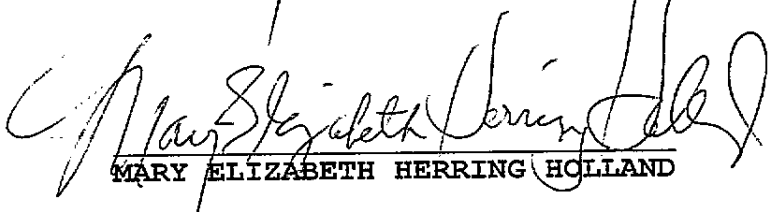
ARTICLE V: INCORPORATOR

The name and address of the incorporator and subscriber to these articles of Incorporation is: MARY ELIZABETH HERRING HOLLAND, 13531 150th Place B, Live Oak, Florida 32060.

ARTICLE VI: DIRECTORS

The initial Board of Directors of the corporation shall consist of one director. The number of directors of the Board of Directors may be increased or decreased from time to time by changes to the corporate By-Laws but shall never be less than one (1). The name and address of the initial director of the corporation shall be: MARY ELIZABETH HERRING HOLLAND, 13531 150th Place B., Live Oak, Florida 32060.

The undersigned Incorporator has executed these Articles of Incorporation on this 19th day of February, 1999, at Live Oak, Suwannee County, Florida.


MARY ELIZABETH HERRING HOLLAND

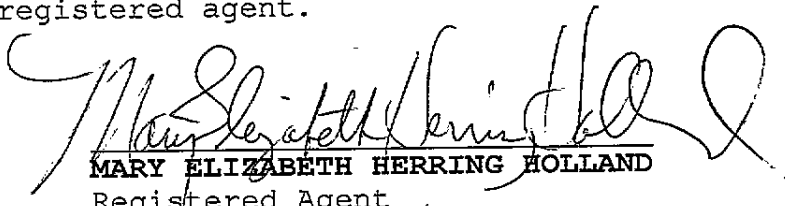
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT to the provisions of Section 607.0501, Florida Statutes, the Corporation, **LARMARE'S RESTAURANT, INC.**, organized and existing under the laws of the State of Florida, submits the following statement designating the registered agent and registered office in the State of Florida:

1. The name of the corporation is **LARMARE'S RESTAURANT, INC.**:

2. The name and address of the registered agent and registered office are as follows: **MARY ELIZABETH HERRING HOLLAND, 13531 150th Place B., Live Oak, Florida 32060.**

3. Having been named as registered agent to accept service of process for the Corporation, **LARMARE'S RESTAURANT, INC.**, at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity and discharge the duties and responsibilities as registered agent. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties. I further represent that I am familiar with and accept the obligations of my position as registered agent.


MARY ELIZABETH HERRING HOLLAND
Registered Agent

FILED
99 FEB 23 PM 4:06
CLERK OF STATE
TALLAHASSEE, FLORIDA