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James L. Nipper
ATTORNEY AND COUNSELOR AT LAW

SUITE C-6
200 WEST FORSYTH STREET
JACKSONVILLE, FLORIDA 32202

TELEPHONE (904) 354-7378

March 24, 1999

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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

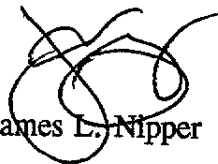
RE: Sherwood-Morris, Inc.

Dear Sirs:

Enclosed is the original and one copy of the Articles of Incorporation for the above referenced company. Please file the original and return the copy to this office. I have also enclosed my check in the amount of \$78.75 for the filing fee.

Thank you for your assistance in this matter. Should you have any questions, please contact me at the above number.

Sincerely,


James L. Nipper

JLN/mlk
Enclosure

FILED
99 MAR 29 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 1 1999

**ARTICLES OF INCORPORATION
OF
SHERWOOD-MORRIS, INC.**

FILED
99 MAR 29 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

* * * * *

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida, and do hereby certify that we have become such corporation under and pursuant to the following Articles of Incorporation:

ARTICLE I

The name of this corporation is:

SHERWOOD-MORRIS, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is the ownership and operation of a retail food establishment specializing in the preparation and sale of pizza and chicken-wings, and to provide all services related thereto, and to own and trade in real and personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, surety, express, railroad, canal, telegraph, telephone or

cemetery company, a building and loan association, cooperative association, fraternal benefit society, state fair or exposition; and to do any and all other things or transact any and all other business or businesses authorized and not prohibited by the laws of the State of Florida.

ARTICLE III

The aggregate number of shares that this corporation shall have the authority to issue is One Thousand (1,000) shares of common stock with a par value of \$1.00 per share. The corporation shall have an initial issue of Five Hundred (500) shares of said common stock of the corporation which shall be issued for cash or property in like value for the total amount of not less than Five Hundred Dollars (\$500.00). The shares of the corporation are not to be divided into classes and the corporation is not authorized to issue shares in series.

ARTICLE IV

The amount of capital with which this corporation shall and does hereby begin business shall not be less than Five Hundred Dollars (\$500.00) which amount or property in like value shall be subscribed for and paid before this corporation shall transact any business.

ARTICLE V

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE VI

The initial principal office of the corporation is 1214 Fruit Cove Drive South, Jacksonville, Florida 32259, and the post office mailing address of the corporation is the same. The name of the initial Registered Agent is James L. Nipper, whose address is 200 West Forsyth Street, Suite C6, Jacksonville, Florida 32202.

ARTICLE VII

This corporation shall have two Directors initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders but shall never be less than two.

Directors shall be chosen by the Stockholders of this corporation. A majority vote of the Stockholders shall be binding with regard to the business of the corporation. Quorum requirements shall be governed by statute or as provided for in the By-Laws.

ARTICLE VIII

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

<u>Name</u>	<u>Address</u>	<u>Office</u>
Lisa Lenora Sherwood	1214 Fruit Cove South Jacksonville, Florida 32259	President/ Director
Sammy Morris	9532 103rd Street Jacksonville, Florida 32210	Secretary-Treasurer Director

ARTICLE IX

The names and post office address of each subscriber of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Lisa Lenora Sherwood	1214 Fruit Cove South Jacksonville, Florida 32259
Sammy Morris	9532 103rd Street Jacksonville, Florida 32210

The names and addresses of the initial Stockholder of this corporation and a statement of the number of shares of stock which said Stockholders agree to take is as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Lisa Lenora Sherwood	1214 Fruit Cove South Jacksonville, Florida 32259	250
Sammy Morris	9532 103rd Street Jacksonville, Florida 32210	250

ARTICLE X

The officers of this corporation shall be a President and a Secretary-Treasurer, and such other officers as may be deemed necessary and desirable by the Board of Directors.

All officers shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices except that the President shall not also be the Secretary or an Assistant Secretary of this corporation.

ARTICLE XI

In the furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, alter and amend the By-Laws of this corporation; to fix the amount to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed mortgages and loans upon the real and personal property of this corporation; and

If the By-Laws so provide, to designate one or more of its members to constitute an Executive Committee, which committee shall, for the time being as provided in said resolution or in the By-Laws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

The corporation may, in its By-Laws, confer powers upon its Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

ARTICLE XII

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on Stockholders are granted subject to this reservation. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. By-Laws may be adopted and amended in the same manner as herein provided for amendment of these Articles of Incorporation. The designation of Officers and Directors as set forth in these Articles of Incorporation shall be confirmed and ratified by initial meeting of the Stockholders immediately following the acceptance of these Articles of Incorporation by the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, we the undersigned subscribing incorporators have hereunto set our hands and seals this 1st day of March, 1999, and for the purpose of forming this corporation under the laws of the State of Florida, have signed these Articles of Incorporation and certify that the facts herein stated are true.


LISA LENORA SHERWOOD

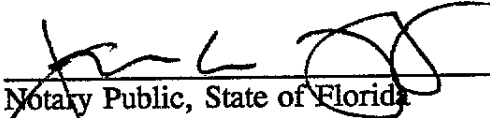

SAMMY MORRIS

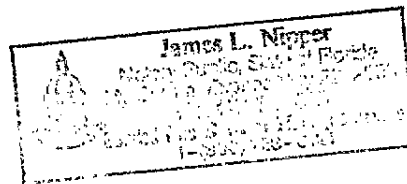
STATE OF FLORIDA

COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared **Lisa Lenora Sherwood** known to me or having produced proper identification, as being the person described in and who executed the foregoing Articles of Incorporation, and he has acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 1st day of March, 1999.



Notary Public, State of Florida
At Large
My Commission Expires:

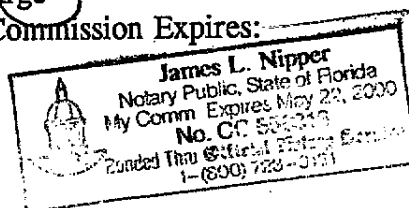


STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared **Sammy Morris**, known to me or having produced proper identification, as being the person described in and who executed the foregoing Articles of Incorporation, and she has acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 1st day of March, 1999.

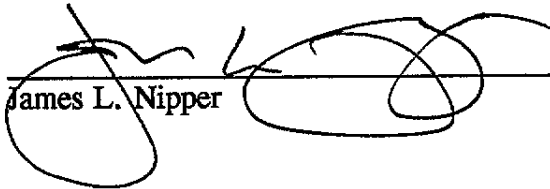

Notary Public, State of Florida
At Large
My Commission Expires:



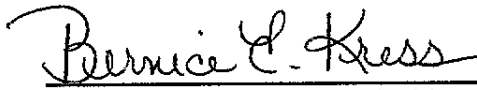
ACCEPTANCE OF REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared James L. Nipper and hereby acknowledges his acceptance as the initial Registered Agent of **Sherwood-Morris, Inc.** with the initial corporate address of 1214 Fruit Cove Drive South, Jacksonville, Florida 32259, and the Registered Agent address is 200 West Forsyth Street, Suite C6, Jacksonville, Florida 32202.


James L. Nipper

Sworn to and subscribed before me
this 25th day of March, 1999.


Notary Public, State of Florida
My Commission Expires:



BERNICE E. KRESS
MY COMMISSION # CC465854 EXPIRES
May 21, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
99 MAR 29 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA