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Returned after filing to:
Capital Connection, Inc
417 E. Virginia St.
Ste. 1
Tallahassee, FL 32301
(800) 342-8062
(850) 224-8870

March 26, 1999

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

RE: Shephard Restaurant Enterprises, Inc.
Our File: 53-8093

300002822283--1
-03/29/99--01125--013
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed herewith you will find the Articles of Incorporation of Shephard Restaurant Enterprises, Inc. We are also enclosing our firm check in the amount of \$78.75 which represents your filing fee, registration and certification.

If you have any questions, please feel free to contact me here in my office.

Sincerely,

J. Emory Wood, rcl
J. Emory Wood

JEW/rcl

Enclosures: Articles of Incorporation
Firm Check #11823/\$78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -8 PM 2:56

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W99-7906



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 1, 1999

J. EMORY WOOD
5015 4TH STREET NORTH, STE. A
ST. PETERSBURG, FL 33703

SUBJECT: SHEPHARD RESTAURANT ENTERPRISES, INC.
Ref. Number: W99000007906

We have received your document for SHEPHARD RESTAURANT ENTERPRISES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

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) 487-6924.

Sharon Davis
Document Specialist Supervisor

Letter Number: 799A00016710

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ARTICLES OF INCORPORATION
OF

SHEPHARD RESTAURANT ENTERPRISES, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

1.1 The name of the corporation is SHEPHARD RESTAURANT ENTERPRISES, INC.

ARTICLE II

DURATION

2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation the Department of State of Florida.

ARTICLE III

PURPOSE

3.1 This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and the State of Florida, particularly to engage in the professional practice of law.

ARTICLE IV

CAPITAL STOCK

4.1 This corporation is authorized to issue 7,500 shares of stock of \$1.00 per value common stock.

ARTICLE V

PREEMPTIVE RIGHTS

5.1 Should the capital stock be increased at any time, the stockholder at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: PRINCIPAL OFFICE

6.1 The street address of the initial registered and

principal office of this corporation is 15657 Redington Drive, Redington Beach, Florida 33708-1739, the name and address of the registered agent of this corporation is J. Emory Wood, Wood & Associates, P.A., 5015 - Fourth Street North, Suite A, St. Petersburg, Florida 33703.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

7.1 This corporation shall have one director initially.

7.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

7.3 The name and address of the initial director of this corporation is:

Douglas J. Shephard
15657 Redington Drive
Redington Beach, Florida 33708-1739

ARTICLE VIII

INCORPORATORS

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

Douglas J. Shephard
15657 Redington Drive
Redington Beach, Florida 33708-1739

ARTICLE IX

INDEMNIFICATION

9.1 The corporation shall indemnify its officers, directors, and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

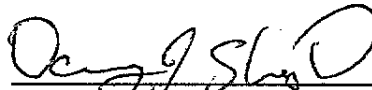
ARTICLE X

AMENDMENT

10.1 This corporation reserves the right to amend or repeal

any provisions contained in these Articles or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

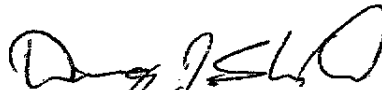
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on 3/24, 1999.


DOUGLAS J. SHEPHARD

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 24th day of March, 1999, BY DOUGLAS J. SHEPHARD, who is personally known to me ~~or who has produced~~ _____ (type of identification), and who, after being duly sworn, deposes and says: that I am the Incorporator in the above styled cause, and as such have read the foregoing Articles of Incorporation and state the same to be true and correct to the best of my knowledge and belief.

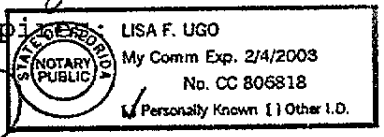
(SEAL)


DOUGLAS J. SHEPHARD


NOTARY PUBLIC

My commission expires _____ LISA F. UGO
My Comm Exp. 2/4/2003
No. CC 806818
 Personally Known Other I.D.


DOUGLAS J. SHEPHARD
INCORPORATOR



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the state of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is:

Shephard Restaurant Enterprises, Inc.

2. The name and address of the registered agent and office is:

J. Emory Wood
Wood & Associates, P.A.
5015 - Fourth Street North
Suite A
St. Petersburg, Florida 33703

Signature: _____


Douglas J. Shephard

Title: Incorporator

Date: April 7, 1999

Having been named as 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 provisions of all statutes relating to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: _____


J. Emory Wood

Date: April 7, 1999

FILED
99 APR -8 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA