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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: LITTLE MARY'S CAFE, INC.

000002846970--8  
-04/22/99-01038-003  
\*\*\*\*\*78.50 \*\*\*\*\*78.50

Enclosed is an original and one (1) Copy of the articles of incorporation and a check for:

<input type="checkbox"/> \$70.00	<input checked="" type="checkbox"/> \$78.50	<input type="checkbox"/> \$122.50	<input type="checkbox"/> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

FROM: JAMES W. WESTERMAN  
Name (printed or typed)

6899 SANDERLING LANE  
Address

HUDSON, FL 34667  
City, State & Zip

727-868-5053  
Daytime Telephone number

FILED  
99 APR 22 AM 10:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

no info  
C.B.  
4-27-99  
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ARTICLES OF INCORPORATION  
OF  
LITTLE MARY'S CAFE, INC.

ARTICLE I. NAME AND ADDRESS

The name and address of this corporation shall be LITTLE MARY'S CAFE, INC., 15427 US 19, HUDSON, FL 34667.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of a restaurant, and any and all business activities permitted under the laws of Florida and the United States of America.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue Ten Thousand (10000) at One Dollar (\$1.00) par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the Articles Of Incorporation Of LITTLE MARY'S CAFE, INC., preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

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#### ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry Articles Of Incorporation Of LITTLE MARY'S CAFE, INC., the following legend:

"These Shares Are Held Subject To Certain  
Transfer Restrictions Imposed By This  
Corporation's Articles Of Incorporation, A  
Copy Of Which Is On File At This Corporation's  
Principal Office."

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be ( One(1) ). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors is:

JAMES W. WESTERMAN: 6899 SANDERLING LANE  
HUDSON, FL 34667

#### ARTICLE VIII. OFFICERS

The officers shall consist of a president, a vice president, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board Of Directors.

The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board Of Directors' meeting.

Articles Of Incorporation Of LITTLE MARY'S CAFE, INC.,

The names of the initial officers are:

<u>Officers</u>	<u>Name</u>
President	JAMES W. WESTERMAN
Vice President	JAMES W. WESTERMAN
Secretary	JAMES W. WESTERMAN
Treasurer	JAMES W. WESTERMAN

#### ARTICLE IX. SUBSCRIBERS

The names and addresses of the subscribers and the number of shares of stock issued to each subscriber is: none

#### ARTICLE X. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### ARTICLE XI. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 15427 US 19, HUDSON, FL 34667.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: JAMES W. WESTERMAN, 15427 US 19, HUDSON, FL 34667.

ARTICLE XII. INCORPORATORS

The names and addresses of the individuals who shall serve as this corporation's incorporators are: JAMES W. WESTERMAN, 6899 SANDERLING LANE, HUDSON, FL 34667, for the Articles Of Incorporation Of LITTLE MARY'S CAFE, INC.

ARTICLE XIII. AMENDMENT

This corporation reserve the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

James W. Westerman  
Incorporator (JAMES W. WESTERMAN)

ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT

I HEREBY ACCEPT the designation as Initial Registered Agent of LITTLE MARY'S CAFE, INC., as set out in the Articles of Incorporation.

James W. Westerman  
JAMES W. WESTERMAN  
Registered Agent W236-459-22165-4.

State Of Florida  
County Of PASCO

On April 19, 1999, JAMES W. WESTERMAN, designated above as the individual who shall serve as the corporation's initial registered agent, and the individuals, designated above, as the corporation's incorporators, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation of LITTLE MARY'S CAFE, INC.

Constance C Collins  
Notary Public  
My Commission Expires: MAY 23, 2000.  
CONSTANCE C COLLINS.



CONSTANCE C COLLINS  
My Commission CC557162  
Expires May. 23, 2000

STATE OF FLORIDA  
County OF PASCO.

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