

P99000060423

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

JMR Food Service, Inc

400002923194--7

-07/06/99--01009--021

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

✓ Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 JUL -6 AM 8:16

FILED

RECEIVED

1999 JUL -6 AM 10:20

Signature _____

Requested by: CS

Name _____

Date 7/6

Time 9:40

Walk-In _____

Will Pick Up _____

2. Purinton JUL 07 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 6, 1999

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: JMR FOOD SERVICE, INC.
Ref. Number: W99000015500

We have received your document for JMR FOOD SERVICE, 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):

In Article VII, two registered offices are designated.

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) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 699A00035041

corrected

FILED

1999 JUL -6 AM 8:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

JMR FOOD SERVICE, INC.

These Articles of Incorporation are signed by the incorporators for the purpose of forming a profit corporation pursuant to Chapter 607 of the Florida Statutes, known as the Florida General Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is JMR Food Service, Inc.

ARTICLE II

PURPOSES

The purpose or purposes for which the corporation is organized are as follows:

To operate a Restaurant establishment.

The corporation may engage in any and all lawful activities, or businesses, permitted under the laws of the United States, State of Florida or any other state or country.

The corporation may enter into, make and perform contracts of any kind, with any person, firm, or corporation, municipality, state, country, or dependency thereof.

The corporation may acquire, and make payment therefor in cash or in the stock or bonds of the corporation, or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the good will, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of any person, firm, corporation, or association, to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.

IN GENERAL, the corporation may do any and all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, either alone or in company with others, and to carry on any other business in connection therewith, and to do all things not forbidden and with all the powers conferred upon corporations by the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The total authorized capital stock is: 100 common shares,
with par value of \$1.00.

ARTICLE IV

VOTING RIGHTS OF STOCKHOLDERS

Each share of common stock shall be entitled to one vote on all matters that may properly come before the corporation. At each meeting for the election of Directors, each stockholder shall have as many votes as the number of shares of common stock owned by him, multiplied by the number of Directors to be elected at such meeting. These votes may be divided among the number of Directors to be elected by the stockholders in such proportion as the holder may desire.

ARTICLE V

DIVIDENDS

Each share of common stock shall share equally in any dividend, and any whole or partial liquidation of the corporation, voluntary or otherwise. Such dividends may be paid out of any fund legally available for such purpose.

ARTICLE VI

STOCK RESTRICTIONS

No stockholder shall sell, offer for sale, or attempt to transfer any of his stock, or mortgage, pledge, hypothecate or otherwise encumber any of his stock, nor shall the corporation be required to transfer any stock on the books of the corporation,

except to other stockholders (unless all the stockholders shall have first consented to such transfer), unless said stockholder shall have first offered his stock, in writing, to the corporation. The corporation shall have a period of 120 days after such offer within which to elect to acquire the stock at a price equal to the book value of the stock on the date it is offered for sale.

ARTICLE VII

REGISTERED CORPORATE OFFICE AND RESIDENT AGENT

The address of the principal office is 57784 Overseas Highway, Marathon, FL 33050. The mailing address of the corporation is 1200 N.E. Miami Gardens Drive, North Miami Beach, FL 33179.

The name of the registered agent is ROBERT P. GRAY whose address is 1200 N.E. Miami Gardens Drive, North Miami Beach, FL 33179.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is as follows:
ROBERT P. GRAY, 1200 N.E. Miami Gardens Drive, North Miami Beach, FL 33179.

ARTICLE IX

STOCKHOLDERS PRIVATE PROPERTY

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever, except as otherwise provided by statute.

ARTICLE X

AMENDMENTS

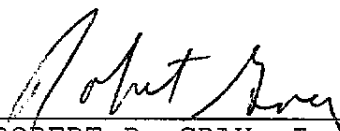
The corporation reserves the right to alter, amend, or repeal any provisions contained herein, and all rights and powers herein conferred on the directors and stockholders are granted subject to this reservation.

ARTICLE XI

SECTION 1244 INTERNAL REVENUE CODE

The capital stock of the corporation shall be issued in accordance with a written plan whereby such stock shall qualify as "Section 1244 Stock" under Section 1244, of the United States Internal Revenue Code, and the corporation shall qualify as a "Small Business Corporation" under Section 1244.

These Articles of Incorporation are hereby executed this ____ day of July, 1999.



ROBERT P. GRAY, Incorporator

ACKNOWLEDGMENT

STATE OF FLORIDA

ss.

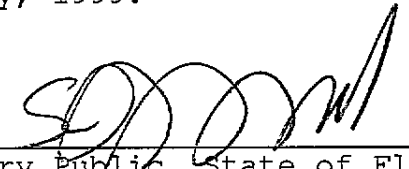
COUNTY OF MONROE

I HEREBY CERTIFY that ROBERT P. GRAY, who is personally known to me, personally appeared before me and acknowledged before me that he is the Incorporator of JMR FOOD SERVICE, INC., a Florida corporation; that he executed the foregoing Articles of Incorporation for and on behalf of said corporation, and that the statements contained therein are true and correct.

WITNESS my hand and official seal in the State of Florida and County aforesaid, this 2nd day of July, 1999.

FL Drivers

G600-775-48-094-0



Notary Public, State of Florida
Susan B. Junod

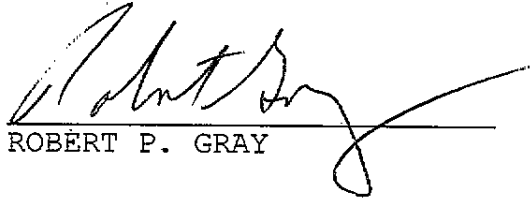
My commission expires: March 18, 2003



Susan B. Junod
MY COMMISSION # CC819280 EXPIRES
March 18, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned, the designated registered agent for this corporation, hereby acknowledges that he is familiar with, and accepts the duties and responsibilities as registered agent for said corporation.


ROBERT P. GRAY

Dated: July 2, 1999.

FILED
1999 JUL -6 AM 8 16
TALLAHASSEE, FLORIDA