

ACCOUNT NO. : 072100000032 --

SECRETARY OF STATE TALLAHASSEE, FLORIDA

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REFERENCE: 331486 122370A

AUTHORIZATION :

COST LIMIT :

ORDER DATE: August 5, 1999

ORDER TIME: 11:38 AM

ORDER NO. : 331486-005

CUSTOMER NO: 122370A

CUSTOMER: Cynthia Cox, Legal Asst

MEYER & WATTS MEYER & WATTS

Suite 107

611 Druid Road East Clearwater, FL 34616

DOMESTIC FILING

NAME:

CHOWDER & MORE II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

___ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS

FILED

ARTICLES OF INCORPORATION

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SEURLTARY OF STATE TALLAHASSEE, FLORIDA -

OF

CHOWDER & MORE II, INC.

Article I - Name

The name of the corporation is CHOWDER & MORE II, INC., and the principal office and mailing address is 4801 37th Street South, St. Petersburg, FL 33714.

<u> Article II - Duration</u>

This corporation shall exist perpetually.

Article III - Purpose

This corporation is organized for the following purposes: the general purpose for which this corporation shall be organized shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

<u> Article IV - Capital Stock</u>

This corporation is authorized to issue 1,000 shares of common stock, having a par value of \$1.00 per share.

The stock as aforesaid shall be paid for in lawful money of the United States, or in property, labor or services at a just valuation to be fixed by the incorporators, or by the Board of Directors at a meeting to be called for that special purpose. . All voting power of this corporation shall be vested in the common stock above designated.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4801 37th Street South, St. Petersburg, Florida 33714, and the name of the initial registered agent of this corporation at that address is STEPHEN G. WATTS.

Article VII - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is/are:

LaDonna Noworyta 4801 37th Street, St. Petersburg, FL 33714

Article VII - Incorporator

The name and address of the person signing these Articles is: Stephen G. Watts 611 Druid Rd E., #107, Clearwater, FL 33756

Article IX - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of August, 1999.

STEPHEN G. WATTS

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE REPFORMANCE OF MY DUTIES.

STEPHEN G. WATTS, Registered Agent

STATE OF FLORIDA COUNTY OF PINELLAS

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared STEPHEN G. WATTS, who is personally known to me or who produced as identification and who is known to me to be the person who executed the foregoing Articles of Incorporation; and acknowledged before me that he executed those Articles of Incorporation.

August, witness my hand and official seal this 4th day of

My commission expires:

Cynthia Y Cox

My Commission CC841141

Expires May 31, 2003