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August 6, 1999

Florida Department of State  
Divisions of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-08/11/99--01083--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sirs:

Attached are the Articles of Incorporation for The South Atlantic Restaurant Group Inc., along with a check made payable to the Division of Corporations for \$78.75.

Please send the certified copy of the Articles to:

Kathy B. Church  
Omni Tax & Financial Advisors, Inc.  
5440 Mariner St.  
Suite 102  
Tampa, Florida 33609

If you have any questions or require more information, please contact me @ (813)281-0028.

Sincerely,

  
Kathy B. Church

KBC/sg

enclosures: Articles of Incorporation (2)  
(1) Check

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**South Atlantic Coast Restaurant Group Inc.**

The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida; do hereby certify as follows:

**ARTICLE I**

The name of the corporation shall be:

**South Atlantic Coast Restaurant Group Inc.**

**ARTICLE II**

The Corporation shall be entitled to engage in any activity permitted under the laws of the State of Florida.

**ARTICLE III**

The capital stock of the corporation shall be divided into shares of \$0.25 par value, with 1500 shares of common authorized, and each share shall entitle the holder thereof to vote at any meeting of the shareholders. All or any part of said capital stock may be paid for in cash, with property or in labor or services, at a valuation fixed by the incorporators or by the board of directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

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TALLAHASSEE, FLORIDA

#### **ARTICLE IV**

The amount of capital with this corporation shall begin business will be a minimum of \$100.00.

#### **ARTICLE V**

The Corporation shall have perpetual existence.

#### **ARTICLE VI**

The principal office of the Corporation shall be located at 5610 W. Atlantic Ave. #205, Delray Beach Florida 33484, but the Corporation shall have power to establish branch offices and other places of business at such other places within or without the State of Florida, as may be determined and deemed expedient by the Directors.

The Registered Agent of this Corporation shall be: Louis D. Schefer  
5610 W. Atlantic Ave. #205  
Delray Beach, Florida 33484

#### **ARTICLE VII**

The board of directors of the Corporation shall not be less than one (1) nor more than (7) unless otherwise provided by the By-Laws. A quorum for the transaction of business shall be a majority of Directors qualified and acting unless otherwise provided in the By-Laws. The directors may make or amend the By-Laws: the meeting of Directors may be held within or without the State of Florida. A person shall not have to be a stockholder in order to qualify as a Director.

### ARTICLE VIII

The name and address of the Board of Directors who shall hold office for the first year or until successors are duly elected and qualified shall be:

President - Louis D. Schefer  
5610 W. Atlantic Ave. #205  
Delray Beach, Florida 33484

### ARTICLE IX

The time and place of the annual stockholders meeting shall be on January 1<sup>st</sup> of each and every year at the principal office of the Corporation unless otherwise fixed in the By-Laws or the resolution of the Board of Directors and any stockholder may waive notice thereof before or after the meeting.

The Board of Directors shall be elected annually by Stockholders at their annual meeting or at a special meeting held for the purpose. All vacancies in the Board shall be filled by the Board until the next annual meeting and the Board shall have the right to increase or decrease its number of Directors within the limits of this Charter.

IN WITNESS WHEREOF: I, the subscriber have executed these Articles of

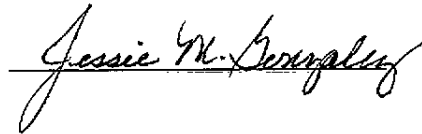
Incorporation this 6<sup>th</sup> day of AUG 1999.

  
Louis D. Schefer

**STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH**

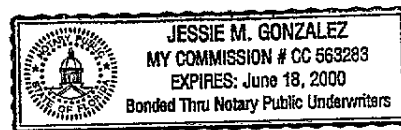
I HEREBY CERTIFY that on this day before me, a Notary Public, Duly authorized to take acknowledgements in the State and County named above, personally appeared Louis D. Schefer to me well known to be the person described in the foregoing Articles of Incorporation, as subscriber and who executed the foregoing and acknowledged that he subscribed to these Articles of Incorporation for the purpose therein expressed.

**SWORN TO AND SUBSCRIBED** before me this 6th day of August 1999.



**Notary Public**

**My commission expires:**



**CERTIFICATE DESIGNATING PLACE OF BUSINESS**  
**DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE**  
**STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuant of Chapter 48.091, Florida Statues, the following is submitted in compliance with said Act:

FIRST---that desiring to organize under the laws of the State of Florida with its principal office as indicated on the Articles of Incorporation, South Atlantic Coast Restaurant Group Inc. has named Louis D. Schefer as its agent to accept services of process within the State at:

5610 W. Atlantic Ave. #205  
Delray Beach, Florida 33484

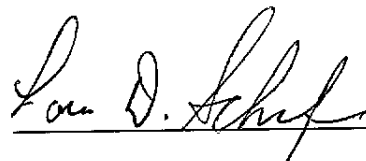
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TALLAHASSEE, FLORIDA

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**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_

**Registered Agent**