

Monday, September 27, 1999

Division of Corporations

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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850)922-4001

From:

Account Name : BRUCE A. HAUGHT, P.A.  
Account Number : I19980000079  
Phone : (850)837-7021  
Fax Number : (850)837-8121

FLORIDA PROFIT CORPORATION OR P.A.

JUST FRIENDS EATERY, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION  
OF  
JUST FRIENDS EATERY, INC.**

**ARTICLE I - NAME**

The name of this corporation is JUST FRIENDS EATERY, INC.

**ARTICLE II - DURATION**

This corporation shall have a perpetual existence commencing on the date of filing.

**ARTICLE III - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

12889 Emerald Coast Parkway  
Destin, FL 32541

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue One Thousand Shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

**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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - AUTHORIZATION OF RESTRICTIONS ON TRANSFER OF  
SHARES**

All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement between the holders of such shares and the corporation. A copy of such agreement shall be kept on file with the secretary of the corporation, and shall be subject to inspection by shareholders of record and bona fide creditors of the corporation at reasonable times during business hours.

**ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent of this corporation is Bruce A. Haught, 501 Highway 98, Suite G, Destin, FL 32541.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

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The board of directors of this corporation shall have no fewer than one (1) director nor more than five (5) directors. The initial board of directors shall consist of three (3) directors:

Director/President	Louis M. Schudde 12889 Emerald Coast Pkwy. Destin, FL 32541
Director/Secretary	Charles Sovia 12889 Emerald Coast Pkwy. Destin, FL 32541
Director/Treasurer	Gerald D. Westphal 12889 Emerald Coast Pkwy. Destin, FL 32541

**ARTICLE IX - INCORPORATOR**

The name and address of the person signing these articles is:

Bruce A. Haught  
P.O. Box 5017  
Destin, FL 32540

**ARTICLE X - BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

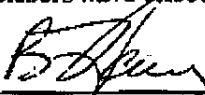
**ARTICLE XI - INDEMNIFICATION**

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

**ARTICLE XII - ACTION WITHOUT A MEETING**

The directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this the 27th day of September, 1999.

  
 \_\_\_\_\_  
 Bruce A. Haught  
 Incorporator

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 and 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is JUST FRIENDS EATERY, INC.
2. The name and address of the registered agent and office is Bruce A. Haught, 501 Highway 98, Destin, FL 32541.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position.

Dated this 27th day of September, 1999.

Bruce A. Haught

By:   
Registered Agent

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