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FILING REQUEST

FOR

THE PURPLE ONION CAFE, INC.

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-09/24/99--01073--003
*****70.00 *****70.00

PLEASE FIND ENCLOSED AN ORIGINAL AND COPY OF THE ARTICLES OF
INCORPORATION OF THE ABOVE NAMED CORPORATION.

PLEASE FILE THESE ARTICLES AS OF THE EARLIEST POSSIBLE EFFECTIVE
DATE FOR THE YEAR 1999.

PLEASE MARK THE COPY AS FILED AND RETURN IT IN THE ENCLOSED PREPARED
ENVELOPE.

IF YOU SHOULD ENCOUNTER ANY PROBLEM WITH THE FILING OF THESE
ARTICLES PLEASE DO NOT RETURN THEM, INSTEAD PLEASE CALL US AT
(904) 257-9000, SO THAT WE MAY RESOLVE THE MATTER IN THE MOST EXPEDIENT
WAY.

THANK YOU,

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 SEP 24 AM 10:05

FILED

SEP 28 1999

ARTICLES OF CORPORATION

OF

THE PURPLE ONION CAFE, INC.

**I, THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION,
DO HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.**

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99 SEP 24 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

THE NAME OF THIS CORPORATION IS:

THE PURPLE ONION CAFE, INC.

WHOSE ADDRESS IS 122 ORANGE AVENUE, DAYTONA BEACH, FL 32114

ARTICLE II. DURATION OF THE CORPORATION

THIS CORPORATION IS TO EXIST PERPETUALLY

ARTICLE III. NATURE OF BUSINESS

**THE GENERAL PURPOSE FOR WHICH THIS CORPORATION IS INITIALLY
ORGANIZED SHALL CONSIST OF THE TRANSACTION OF ANY OR ALL LAWFUL
BUSINESS FOR WHICH BUSINESS MAY BE INCORPORATED UNDER AND PURSUANT TO
THE FLORIDA GENERAL CORPORATION ACT.**

ARTICLE IV. CAPITAL STOCK

**THE AGGREGATE NUMBER SHARES WHICH THIS CORPORATION SHALL HAVE
AUTHORITY TO ISSUE IS ONE HUNDRED THOUSAND (100,000) SHARES OF COMMON
STOCK, OF A SINGLE CLASS, HAVING PAR VALUE OF \$.01 PER SHARE, FULLY PAID
AND NON-ASSESSABLE.**

**THE AMOUNTS TO BE PAID FOR THE ISSUANCE OF SUCH STOCK, IN MONEY,
PROPERTY, OR SERVICES AT JUST VALUE, SHALL BE FIXED BY THE BOARD OF
DIRECTORS. THE CAPITAL STOCK OF THE CORPORATION SHALL BE PURCHASED,**

SOLD, ISSUED, ASSIGNED OR OTHERWISE TRANSFERRED ONLY IN ACCORDANCE WITH THE BY-LAWS. A LIEN IS RESERVED IN FAVOR OF THIS CORPORATION UPON ITS CAPITAL STOCK FOR ANY INDEBTEDNESS WHICH MAY BE DUE BY ANY HOLDER OF THE SAME TO THIS CORPORATION, AND SAID LIEN SHALL BE SUPERIOR TO ALL OTHER LIENS OR CLAIMS OF EVERY CHARACTER.

ARTICLE V. ADDRESS OF REGISTERED OFFICE

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION WITHIN THE STATE OF FLORIDA IS ²⁰²~~728~~ TROPICAL AVE., ORMOND BEACH, FL 32174, AND THE NAME OF ITS INITIAL REGISTERED AGENT WITH SUCH ADDRESS IS DANA M. STORY.

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE REGISTERED OFFICE TO ANY OTHER STREET ADDRESS IN FLORIDA, AND DESIGNATE OTHER PERSONS AS ITS REGISTERED AGENTS, PROVIDED THAT THE REGISTERED AGENT SHALL MEET THE REQUIREMENTS OF LAW.

ARTICLE VI. BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE A BOARD OF DIRECTORS CONSISTING OF NOT LESS THAN ONE (1) PERSON(S). THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME, BUT SHALL NEVER BE LESS THAN (1). NOTHING IN THESE ARTICLES, HOWEVER, SHALL BE CONSTRUED TO PROHIBIT THE BOARD FROM DESIGNATING ONE OF ITS MEMBERS AS AN EXECUTIVE COMMITTEE, WITH FULL POWERS TO ACT FOR AND IN BEHALF OF THE DIRECTORS FOR SUCH PERIOD AND UPON SUCH TERMS AS THE BY-LAWS MAY PROVIDE.

THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTOR IS AS FOLLOWS:

²⁰²
DANA M. STORY, ~~728~~ TROPICAL AVE., ORMOND BEACH, FL 32174.

NANCY F. KENNEFICK, 628 DEVON ST., PORT ORANGE, FL 32127.

ARTICLE VII. INCORPORATORS

THE PERSON WHO HAS SIGNED AND DELIVERED OR REQUESTED TO BE
DELIVERED THESE ARTICLES OF INCORPORATION TO THE DEPARTMENT OF STATE,
STATE OF FLORIDA, IS THE INCORPORATOR OF THIS CORPORATION, WHOSE NAME
AND ADDRESS IS DANA M. STORY, ²⁸²~~720~~ TROPICAL AVE., ORMOND BEACH, FL 32174.

ARTICLE VIII. DESIGNATION OF REGISTERED AGENT

THERE IS APPENDED TO THESE ARTICLES A CERTIFICATE DESIGNATING A
RESIDENT AGENT AND STREET ADDRESS OF THE OFFICE, PLACE OF BUSINESS, OR
LOCATION FOR THE SERVICE OF PROCESS UPON THIS CORPORATION WITHIN THE
STATE. THAT CERTIFICATE IS MARKED "EXHIBIT A" AND IS BY THIS REFERENCE MADE
A PART OF THESE ARTICLES.

IN WITNESS WHEREOF, EACH INCORPORATOR NAMED IN THESE ARTICLES HAS
SIGNED THESE ARTICLES OF INCORPORATION.

Dana M Story

STATE OF FLORIDA

COUNTY OF VOLUSIA

PERSONALLY APPEARED KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND
WHO EXECUTED THE FORGOING INSTRUMENT AND HE/SHE ACKNOWLEDGED
BEFORE ME THAT HE/SHE EXECUTED THE SAME.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND OFFICIAL SEAL IN
THE STATE AND COUNTY AFORESAID,

THIS THE 23rd DAY OF September, 1999.

Debra M Benjamin
NOTARY PUBLIC

MY COMMISSION EXPIRES:



Debra M Benjamin
My Commission CC651208
Expires July 1, 2003

EXHIBIT "A"

DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

THE ABOVE NAMED CORPORATION DOES HEREBY DESIGNATE: DANA M. STORY, AN INDIVIDUAL, RESIDENT OF THE STATE OF FLORIDA, WHOSE STREET ADDRESS IS ²⁸²~~728~~ TROPICAL AVE., ORMOND BEACH, FL 32174, AS IT REGISTERED AGENT WITHIN THE MEANING OF THE FLORIDA GENERAL CORPORATION ACT, AND FURTHER DESIGNATES 728 TROPICAL AVE., ORMOND BEACH, FL 32174 AS IT'S REGISTERED OFFICE.

Dana M Story
BY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 SEP 24 AM 10:05

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

THE UNDERSIGNED HAS BEEN APPOINTED AS REGISTERED AGENT OF THE PURPLE ONION CAFE, INC. AND DOES HEREBY ACCEPT THAT APPOINTMENT, AND AGREES TO ACT AS SUCH.

Dana M Story