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**VIA FEDERAL EXPRESS**

September 25, 1999

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

FILED  
99 SEP 28 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

300002999213-5  
-09/28/99-01052-002-5  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: **Incorporation of Big Daddy's Famous BBQ, Inc.**

To whom it may concern:

Please find enclosed the following documents in connection with the incorporation of Bid Daddy's Famous BBQ, Inc.:

1. The Articles of Incorporation of Big Daddy's Famous BBQ, Inc.
2. A check in the amount of \$122.50 to cover the following items: (a) \$35.00 for filing fee; (b) \$52.50 for one certified copy of the Certificate of Incorporation; and (c) \$35.00 for certificate designating registered agent;
3. Two copies of the executed Articles of Incorporation, one of which is to be certified and returned;
4. Completed designation of registered agent form to be placed on file with the Department of State.

Please telephone me upon the filing of the enclosed Articles.

Thank you for your assistance in this matter. Should you have any questions or comments regarding this matter, please call me.

Sincerely,  
*Michelle Schmirch* Legal Secretary  
KORSHAK & BEAULIEU

Enclosure

*9/30/99*  
*T.B.*

ARTICLES OF INCORPORATION

of

BIG DADDY'S FAMOUS BBQ, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, being a natural person competent to contract, subscribes to these Articles of Incorporation to form a corporation under the laws of the State of Florida.

I. NAME

The name of this corporation is Big Daddy's Famous BBQ and its principle place of business is 5795 W. Highway 192, Kissimmee, Florida 34746.

II. PURPOSE

The purpose for which the corporation is organized is to engage in the business of a barbeque restaurant and any other lawful purpose.

III. DURATION

The term of existence of the corporation is perpetual.

IV. CAPITAL STOCK

The number of shares of stock that the corporation is authorized to have outstanding is 10,000, all of which shall be common shares with par value of \$.01.

V. REGISTERED OFFICE

The street address of the initial registered office of the corporation in this State is 2345 Sand Lake Road, Suite 120, Orlando, Florida 32809. The initial registered agent at the registered office is David S. Cohen, Esquire.

VI. INCORPORATOR

The name and post office address of the incorporator is:

Rosario Poma  
5795 W. Highway 192  
Kissimmee, Florida 34746

## VII. DIRECTORS

The Board of Directors shall initially consist of one (1) Director. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation. The name and address of the initial Board of Directors are:

Rosario Poma  
5795 W. Highway 192,  
Kissimmee, Florida 34746

## VIII. Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this corporation.

## ARTICLE IX. Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

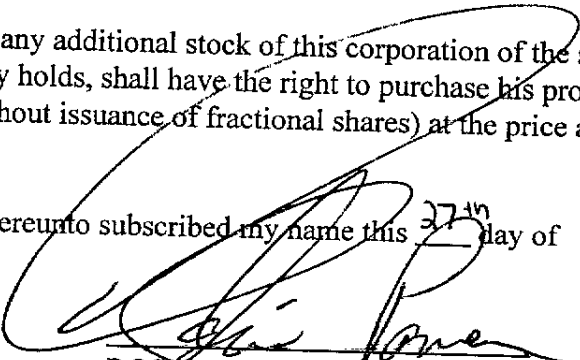
## ARTICLE X. By-Laws

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in the Board of Directors and the Shareholders.

## ARTICLES XI. Preemptive Rights

Every shareholder, upon the sale of any additional 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.

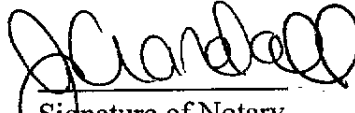
IN WITNESS WHEREOF, I have hereunto subscribed my name this 37<sup>th</sup> day of September, 1999.




ROSARIO POMA, Incorporator

STATE OF FLORIDA)  
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of September, 1999 by Rosario Poma, who is personally known to me or who has produced nila as identification and who did not take an oath.

  
\_\_\_\_\_  
Signature of Notary

\_\_\_\_\_  
Type/Print Name of Notary  
My Commission Expires: \_\_\_\_\_

	J. CRANDALL MY COMMISSION # CC 698740 Expires: January 4, 2002 Bonded Thru Notary Public Underwriters
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CERTIFICATE DESIGNATING REGISTERED AGENT  
FOR THE SERVICES OF PROCESS WITHIN THIS STATE

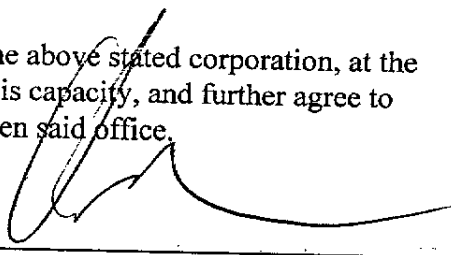
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the Florida General Corporation Act, the following is submitted, in compliance with said Act:

Big Daddy's Famous BBQ, Inc., desiring to organize as a corporation under the laws of the State of Florida with its registered office at 2345 Sand Lake Road, Suite 120, Orlando, Florida 32809, has named David S. Cohen, Esquire, located at the above registered office as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of said Act relative to keeping open said office.

By:   
Registered Agent

Date: 9/27/99