

P99000108448

O'NEILL & O'NEILL SERVICES, INC  
ACCOUNTING, TAX RETURNS & RELATED SERVICES  
1009 21ST STREET NORTH  
PO BOX 50975  
JACKSONVILLE BEACH, FL 32240-0975  
904-249-3100 FAX 904-249-2111

December 10, 1999

FLORIDA SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
PO BOX 6327  
TALLAHASSEE, FL 32314

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-12/13/99--01133--005  
\*\*\*\*122.50 \*\*\*\*\*78.75

FILED  
99 DEC 13 AM 7:59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RE: L & K MANAGEMENT GROUP, INC.

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above reference corporation, and a check in the amount of \$122.50.

Please file the Articles and certify and return the copy to us at your earliest convenience.

Thank you,

*Karen B. O'Neill*

Karen B. O'Neill, President  
O'Neill and O'Neill Services, Inc.

*Lester Dillon*  
Lester Dillon, President  
L & K MANAGEMENT GROUP, INC.

KBO/rw  
Enclosures  
cc L & K MANAGEMENT GROUP, Inc.

S. Thompson DEC 16 1999

## ARTICLES OF INCORPORATION

### ARTICLE I - NAME AND LOCATION OF PRINCIPAL OFFICES

The name of this corporation is: L & K MANAGEMENT GROUP, INC., with initial principal offices located at 121 La Pasada Circle North, Ponte Vedra Beach, Florida 32082

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### ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Department of State.

### ARTICLE III - PURPOSE

This corporation is organized for the purpose of operating a restaurant, and any other activity or business for which corporations may be incorporated under Chapter 607, Florida Statutes, as it now exists or may after be amended.

### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Four Hundred ( 400 ) shares of stock with the par of One and no one-hundredth dollars ( \$1.00 ) per share, which shall be designated as "Common Shares".

### ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, 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 - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this corporation is: Karen B. O'Neill of 1009 21st Street North, Jacksonville Beach, FL 32250.

A Certificate and Acceptance of Designated Registered Agent is attached hereto as Exhibit "A".

### ARTICLE VII - TAXING STRUCTURE OF CORPORATION

This corporation elects to become a small business concern under Subchapter "S" of the Internal Revenue Code of 1978.

## ARTICLES OF INCORPORATION

### ARTICLE VIII - CORPORATE DIRECTORS

This corporation shall have two (2) Directors constituting the initial Board of Directors, who shall serve in an advisory capacity. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one director nor more than five.

The names and addresses of the directors on the initial Board of Directors of the corporation are:

NAME	ADDRESS
Lester Dillon	121 La Pasada Circle North Ponte Vedra Beach, FL. 32082
Mary K. Dillon	121 La Pasada Circle North Ponte Vedra Beach, FL. 32082

### ARTICLE IX - OFFICERS

The officers of the corporation shall be a president, vice-president, secretary and treasurer, who shall be appointed or elected by the Board of Directors as shall be prescribed in the bylaws. The name and street address of each of the initial officers is:

NAME	ADDRESS
Lester Dillon President/Vice-President	121 La Pasada Circle North Ponte Vedra Beach, FL. 32082
Mary K. Dillon Secretary/Treasurer	121 La Pasada Circle North Ponte Vedra Beach, FL. 32082

### ARTICLE X - INCORPORATORS

The name and address of each Incorporator signing these articles:

NAME	ADDRESS
Lester Dillon	121 La Pasada Circle North Ponte Vedra Beach, FL. 32082

## ARTICLES OF INCORPORATION


### ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any Officer or director, or any former officer or director, to the full extent permitted by law.

### ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 10 day of December 1999.

  
SIGNATURE OF INCORPORATOR  
Lester Dillon

CERTIFICATE DESIGNATING REGISTERED AGENT  
AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following  
is submitted:

FIRST, that L & K MANAGEMENT GROUP, INC., desiring to qualify under  
the laws of the State of Florida, with its principal offices located at 121 La Pasada Circle  
North, Ponte Vedra Beach, FL 32082, has named Karen B. O'Neill of 1009 21st Street  
North, Jacksonville Beach, FL 32250, as its agent to accept service of process within the  
State of Florida.

Dated: December 10, 1999

L & K MANAGEMENT GROUP, INC.

BY   
LESTER DILLON, PRESIDENT

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ACCEPTANCE

Having been named to accept service of process for the above named corporation,  
at the place designated in this certificate, I hereby agree to act in this capacity, and I  
further agree to comply with the provisions of all statutes relative to the proper per-  
formance of my duties.

  
Karen B. O'Neill, Registered Agent for  
L & K MANAGEMENT, INC.

EXHIBIT "A"