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AUTHORIZATION :

*Patricia Pignato*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : January 31, 2002

ORDER TIME : 11:38 AM

ORDER NO. : 173952-005

CUSTOMER NO: 7103152

CUSTOMER: Kenneth B. Cuyler, Esq  
Goodlette Coleman & Johnson,  
P.a.  
Suite 300  
4001 Tamiami Trail North  
Naples, FL 34103

DOMESTIC FILING

NAME: STONEY'S STEAKHOUSE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

800004850859--3

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
02 JAN 31 PM 12:05  
TALLAHASSEE, FLORIDA

J. BRYAN JAN 31 2002

**ARTICLES OF INCORPORATION  
OF  
STONEY'S STEAKHOUSE, INC.**

**FILED**  
02 JAN 31 PM 1:36  
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TALLAHASSEE, FLORIDA

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation is: STONEY'S STEAKHOUSE, INC., a Florida corporation.

**ARTICLE II  
CAPITAL STOCK AND SHAREHOLDERS**

The aggregate number of shares which this Corporation shall have authority to issue is ONE HUNDRED (100) shares of common stock, the par value of each such share being ONE CENT (\$.01).

**ARTICLE III  
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is one (1), and the names and addresses of the persons who shall serve as members of the Board of Directors until the election of their successors are as follows:

| <u>Name</u>          | <u>Address</u>                                          |
|----------------------|---------------------------------------------------------|
| Kevin L. Stoneburner | 2150 Goodlette Road, Suite 700<br>Naples, Florida 34102 |

**ARTICLE IV  
INITIAL OFFICERS**

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

| <u>Office</u>                            | <u>Name</u>          | <u>Address</u>                                          |
|------------------------------------------|----------------------|---------------------------------------------------------|
| President,<br>Secretary and<br>Treasurer | Kevin L. Stoneburner | 2150 Goodlette Road, Suite 700<br>Naples, Florida 34102 |
| Vice President                           | Cloyde Pate          | 865 Fifth Avenue South<br>Naples, Florida 34102         |

#### **ARTICLE V INCORPORATOR**

The sole incorporator of the Corporation is Kevin L. Stoneburner, whose address is 2150 Goodlette Road, Suite 700, Naples, Florida 34102.

#### **ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is: 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103, and the name of the initial registered agent of this Corporation at that address is: Kevin G. Coleman, Esq.

#### **ARTICLE VII PRINCIPAL OFFICE**

The address of the principal office of this Corporation shall be: 2150 Goodlette Road, Suite 700, Naples, Florida 34102.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 29 day of January, 2002.

  
 \_\_\_\_\_  
 Kevin L. Stoneburner  
 Incorporator

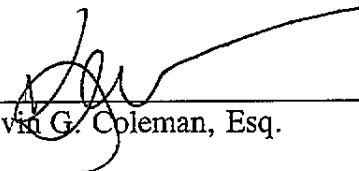
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA  
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT STONEY'S STEAKHOUSE, INC., desiring to organize or qualify under the  
laws of the State of Florida, with its principal place of business located at 2150 Goodlette  
Road, Suite 700, Naples, Florida 34102, has named Kevin G. Coleman, Esquire, located at  
4001 Tamiami Trail North, Suite 300, Naples, Florida 34103, as its registered agent to accept  
service of process within Florida.

Having been named as registered agent and to accept service of process for the above  
stated corporation at the place designated in this certificate, I hereby agree to accept the  
appointment as registered agent and agree to act in this capacity. I further agree to comply  
with the provisions of all statutes relating to the proper and complete performance of my  
duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: January 29, 2002

  
\_\_\_\_\_  
Kevin G. Coleman, Esq.

**FILED**  
02 JAN 31 PM 1:3  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA