

# F95000005268

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION  
DIVISION OF CORPORATIONS

SUBJECT: Landmark Restaurant Holdings, Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Dena Kapocius  
(Name of Person)

Shumaker, Loop & Kendrick  
(Firm/Company)

101 East Kennedy Boulevard, Suite 2500  
(Address)

Tampa, Florida 33716  
(City, State and Zip Code)

W45-20148

RECEIVED  
FEB 11 1988  
TALLAHASSEE, FL

Should you need to call someone concerning this matter, please call:

Dena Kapocius at ( 813 ) 229 - 7600.  
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314



95 01 27 2 32

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 11, 1995

DENA KAPOCIUS  
SHUMAKER, LOOP & KENDRICK  
101 EAST KENNEDY BOULEVARD, SUITE 2500  
TAMPA, FL 33716

SUBJECT: LANDMARK RESTAURANT HOLDINGS, INC.  
Ref. Number: W95000020188

We have received your document for LANDMARK RESTAURANT HOLDINGS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers  
Document Examiner

Letter Number: 695A00045914

*CT Corp.*

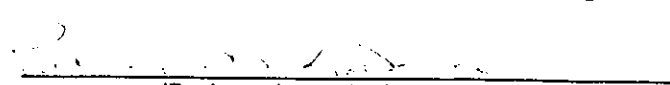
*Waive Fee 10/27*

*Check - 60 4.00*

*Lee,  
You should have  
checked the amount  
returned.*

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:*

1. Landmark Restaurant Holdings, Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware  
(State or country under the law of which it is incorporated)
3. 59-3330216  
(FEI number, if applicable)
4. January 19, 1995  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. October 1, 1995  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 101 Phillippe Parkway, P.O. Box 696  
Safety Harbor, Florida 34695  
(Current mailing address)
8. To engage in any lawful act or activity for which a corporation may be organized.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:**  
  
Name: Patricia M. LaDolce  
  
Office Address: 315 East Robinson Street, Suite 190  
Orlando, Florida, 32801  
(Zip Code)
10. **Registered agent's acceptance:**  
*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 as registered agent.*  
  
  
(Registered agent's signature)
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

**A. DIRECTORS (Street address only- P. O. Box NOT acceptable)**

Chairman: Gerald C. Parker

Address: 315 East Robinson Street, Suite 190  
Orlando, Florida 32801

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Alexander Hern

Address: 315 East Robinson Street, Suite 190  
Orlando, Florida 32801

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS (Street address only- P. O. Box NOT acceptable)**

President: Alexander Hern

Address: 315 East Robinson Street, Suite 190  
Orlando, Florida 32801

Chief Executive Officer  
~~Vice-President:~~ Gerald C. Parker

Address: 315 East Robinson Street, Suite 190  
Orlando, Florida 32801

Secretary: Gerald C. Parker

Address: 315 East Robinson Street, Suite 190  
Orlando, Florida 32801

Treasurer: Alexander Hern

Address: 315 East Robinson Street, Suite 190  
Orlando, Florida 32801

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

ADDENDUM TO THE  
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA

At

:

Operating Officer

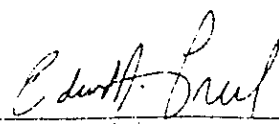
Alexander Hern  
315 East Robinson Street  
Suite 190  
Orlando, Florida 32801

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LANDMARK RESTAURANT HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 1995.



  
Edward J. Freel, Secretary of State

AUTHENTICATION

2476355 8300

950218986

7655612

09-27-95

# F95000005268

## SHUMAKER, LOOP & KENDRICK

ATTORNEYS AT LAW

BARNETT PLAZA - SUITE 2800

101 EAST KENNEDY BOULEVARD

TAMPA, FLORIDA 33602

(813) 228-7800

FAX (813) 228-1080

MAILING ADDRESS

POST OFFICE BOX 172900

TAMPA, FLORIDA 33617-0900

CHARLOTTE OFFICE

227 WEST TRADE STREET

SUITE 2100

CHARLOTTE, NORTH CAROLINA 28202

(704) 378-0067

FAX (704) 338-1197

TOLEDO OFFICE

NORTH COURTHOUSE SQUARE

1000 JACKSON

TOLEDO, OHIO 43624-1873

(419) 241-9000

FAX (419) 241-0804

WRITER'S DIRECT DIAL NUMBER:

(813) 227-2263

November 29, 1995

900001651299  
-12/01/95--01072--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

- Amendment Section
- Division of Corporations
- P.O. Box 6327
- Tallahassee, Florida 32314

Re: Application By Foreign Profit Corporation To File Amendment To Application  
For Authorization To Transact Business In Florida  
Our File No. L75552 / 83400

Dear Sir or Madam:

Enclosed for filing is an Application By Foreign Profit Corporation To File Amendment To Application For Authorization To Transact Business In Florida on behalf of Landmark Restaurant Holdings, Inc. along with a check in the amount of \$35.00 to cover the cost of filing. Please send evidence of filing to the undersigned. Thank you for your assistance, and if you should have any questions regarding this matter, please do not hesitate to contact our office.

Very truly yours,

*Dena L. Kapocius*

Dena L. Kapocius  
Legal Assistant

*Corey N. Lunde*

DLK/  
Enclosures

FILED  
95 DEC -1 PM 5:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE  
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA  
( Pursuant to s. 607.1504, F.S.)**

**(1-3 must be completed)**

FILED  
DEC - 1 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

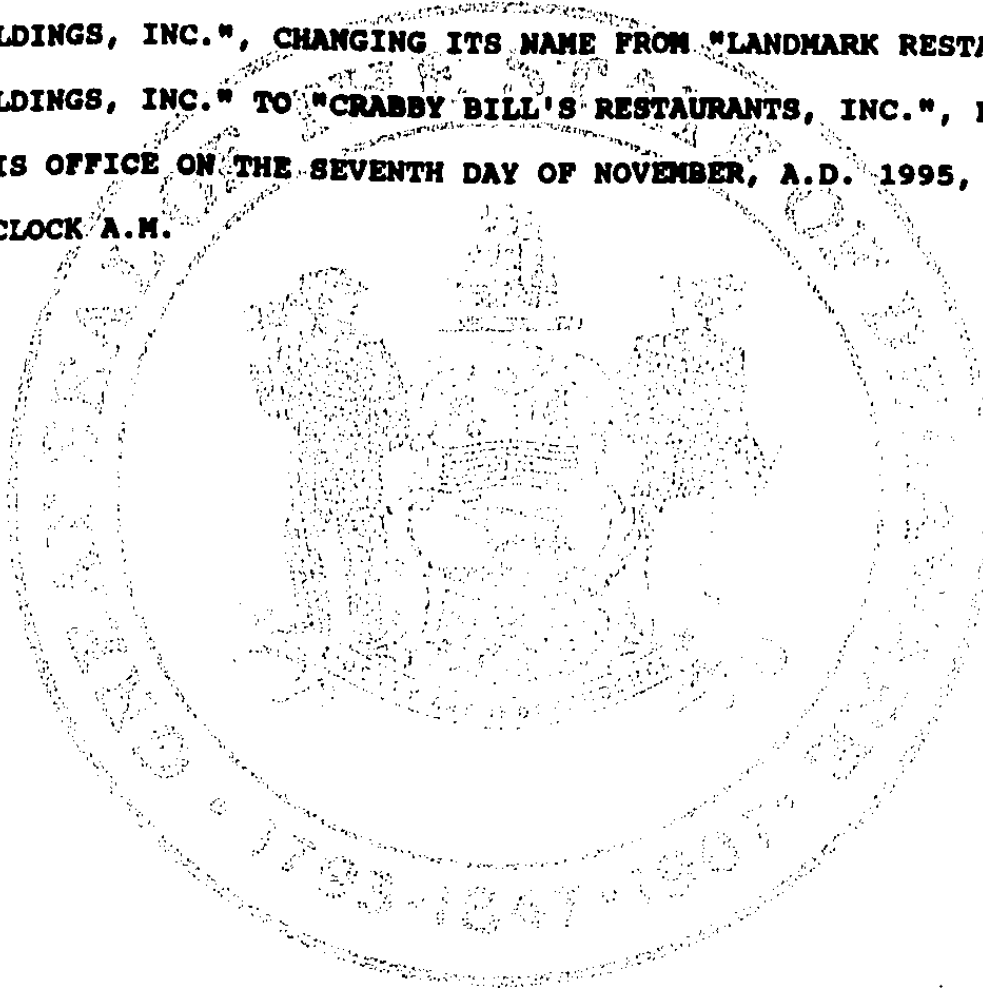
- (4-7 complete only the applicable changes)**

- 11/17/95  
Date  
Chairman of the Board  
Title



**Office of the Secretary of State**

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "LANDMARK RESTAURANT HOLDINGS, INC.", CHANGING ITS NAME FROM "LANDMARK RESTAURANT HOLDINGS, INC." TO "CRABBY BILL'S RESTAURANTS, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF NOVEMBER, A.D. 1995, AT 8:30 O'CLOCK A.M.



Edward J. Freel, Secretary of State

2476355 8100

950273190

AUTHENTICATION:

DATE:

7723476

11-27-95

FROM: HUMBOLDT LCCP MEMPHIS 013 228 1000 199511-05 10:50 4002 P.02/06

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF LANDMARK RESTAURANT HOLDINGS, INC.**

LANDMARK RESTAURANT HOLDINGS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** the Board of Directors of LANDMARK RESTAURANT HOLDINGS, INC., duly adopted resolutions setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED,** that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "1" so that, as amended said Article shall be and read as follows:

"The name of the corporation is Crabby Bill's  
Restaurants, Inc."

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, stockholders of said corporation owning the necessary number of shares as required by statute approved the amendment by written consent in lieu of a special meeting.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF,** said corporation has caused this Certificate to be signed by Dale W. Roach, its President, and James R. Humboldt, its Secretary, this 31st day of October, 1995.

By:   
Dale W. Roach, President

Attest:   
James R. Humboldt, Secretary