

DARRIN M. PHILLIPS, P.A.

ATTORNEY AT LAW

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350 FIFTH AVENUE SOUTH

NAPLES, FLORIDA 34102

(941) 262-7748

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PO00000028/10

March 10, 2000

Division of Corporations

Post Office Box 6327

Tallahassee, FL 32314

Re: South Bay Bistro Management Company

Dear Sir or Madam:

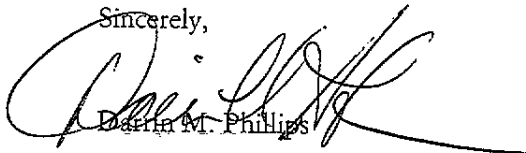
Please find enclosed an original and (1) copy of the executed Articles of Incorporation for the above referenced corporation.

Kindly file and return a filed copy by regular mail in the enclosed self-addressed stamped envelope.

Our check in the amount of \$70.00 is enclosed for the filing fee. If you should have any questions, please feel free to contact me.

Thank you for your cooperation in this regard.

Sincerely,

  
Darrin M. Phillips

DMP/  
Enclosures

FILED  
00 MAR 14 AM 7:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DARRIN M. PHILLIPS, P.A.  
ATTORNEY AT LAW

3-21  
WC

ARTICLES OF INCORPORATION

OF

SOUTH BAY BISTRO MANAGEMENT COMPANY

FILED  
00 MAR 14 AM 7:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I  
NAME

The name of the corporation shall be:

South Bay Bistro Management Company

The principal place of business and mailing address of this corporation shall be:

1400 Gulfshore Blvd. N., Ste. 216  
Naples, Florida 34102

ARTICLE II  
NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III  
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock at \$1.00 par value.

ARTICLE IV  
REGISTERED AGENT

Initial registered office of the corporation shall be:

350 5<sup>th</sup> Avenue South, Suite 200  
Naples, Florida 34102

and the name of the initial registered agent shall be:

DARRIN M. PHILLIPS

ARTICLE V  
EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI  
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series of that which he already holds, shall have the right to purchase his pro rata share, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VII  
SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII  
ELECTION OF SUBCHAPTER S

This corporation may elect subchapter S for taxation purposes upon consent of the shareholders.

ARTICLE IX  
OFFICERS AND DIRECTORS


The qualifications for officers and directors and the manner of their admission are to be regulated as set forth in the By-Laws of the Corporation.

ARTICLE X  
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

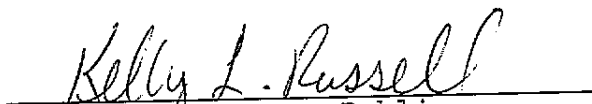
Darrin M. Phillips  
Darrin M. Phillips, P.A.  
350 5<sup>th</sup> Avenue South, Suite 200  
Naples, Florida 34102

IN WITNESS WHEREOF, the undersigned has hereto set forth his hand and seal on this 10<sup>th</sup> day of March, 2000.

  
\_\_\_\_\_  
Darrin M. Phillips  
Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

10<sup>th</sup> The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of March, 2000, by Darrin M. Phillips (✓) who is personally known to me or (    ) who has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Signature, Notary Public

KELLY L. RUSSELL  
\_\_\_\_\_  
Print Name, Notary Public



HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF  
INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I  
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES  
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND  
I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA  
STATUTES.

  
Darin M. Phillips

FILED  
00 MAR 14 AM 7:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA