

Division of Corporations

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Florida Department of State
Division of Corporations
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Fax Number : (850) 922-4001

From: Account Name : FLORIDA INCORPORATORS, INC.
Account Number : 075350000473
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FLORIDA PROFIT CORPORATION OR P.A.

NFS Continental, Inc.

Certificate of Status	0
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B. McKnight MAR 31 2000

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352-748-6450

C C C R O INC.

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**ARTICLES OF INCORPORATION
OF
NFS CONTINENTAL, INC.**

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WE, the undersigned, hereby associate ourselves together for the purpose of forming a corporation for profit, under and by virtue of the Constitution and Laws of the State of Florida, with and under the following proposed Charter, to-wit:

ARTICLE I. The name of this Corporations shall be NFS CONTINENTAL, INC.

ARTICLE II. The general nature of the business to be conducted and transacted by this corporation shall be as follows:

1. The principal business of the corporation shall be to run a restaurant and cocktail lounge, in or out of the State of Florida, and to do any and all acts and things necessary, convenient, expedient, ancillary or in aid to the accomplishment of the foregoing.

2. To purchase, take, acquire, buy, hold, own, maintain, sub-divide, plat, develop, sell, convey, lease, mortgage, improve, construct, erect, exchange or otherwise deal in, manage, handle and dispose of real or personal property of every kind, nature and description.

3. To import, export, hold, own, buy, sell, assign, consign, take on consignment, lease, hire, mortgage, pledge, transfer, manufacture, produce, prepare, deal in and deal with and in any manner dispose of goods, wares, merchandise, and chattels and effects of all kinds, both at wholesale and retail, and in any part of the world.

4. To acquire, build, charter, buy, lease, rent, operate, sell and use vehicles of any kind or character whatsoever.

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5. To apply for, obtain, register, purchase, lease or other-wise acquire or own any concessions, rights, options, patents, patent rights, privileges, inventions, processes, copyrights, trade marks, trade names, or any right, option or contract in relation thereto; to develop, maintain, lease, sell, transfer, license, dispose of, use, operate or manufacture under or in any otherwise deal in and with the same; and perform, carry out and fulfill the terms and conditions of any option or contract in relation thereto.

6. To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of any shares of the capital stock of, or any bonds, mortgages, securities or other evidence of indebtedness issued or granted by any other corporation, joint stock company or association, public or private, or of the Government of the United States of America, or of any foreign government, or of any State, territory, municipality, or other political subdivision, or of any governmental agency; and to issue in exchange therefor, in the manner permitted by law, shares of the capital stock, bonds, or other obligations of the Corporation; and while the holder or owner of any such shares of capital stock, scrip, voting trust certificates, bonds, mortgages or other securities or evidence of indebtedness, to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon.

7. To purchase, lease or otherwise acquire the property of every kind, including the business, good will, rights and franchises, of any corporation, co-partnership, association or individual, or any part of such business, and to undertake, guarantee, assume to pay the liabilities thereof, and to pay for such property, business, good will, rights and franchises, by the issue of stock or other securities of the corporation, or otherwise, in the manner provided by law, and to conduct, in a lawful manner, the business so acquired, and to exercise all the

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powers necessary or convenient in and about the conduct, management, and carrying on of said business.

8. To organize, incorporate and reorganize subsidiary corporations, joint stock companies and associations for any purpose permitted by law.

9. To acquire by purchase, lease, or otherwise, to own, use and operate factories, shops, manufacturing plants, including lands, buildings, machinery, equipment and appliances, warehouses, stores, and other properties within and without the State of Florida, which may be useful to accomplish any of the purposes of any of the business of the character hereinabove referred to.

10. To carry out all or any part of the foregoing objects as principal, factor, agent, contractor or otherwise, either alone or in conjunction with any person, firm, association or corporation.

11. To carry out any other business in connection with the foregoing, whether manufacturing or otherwise.

12. To enter into, make and perform contracts without limit as to character or amount, execute, lease and endorse bonds, debentures, and notes; and make, draw, accept, and endorse drafts, bills of exchange, and negotiable instruments of all kinds, as permitted by law.

13. To borrow money for any of the purposes of this corporation, and to issue bonds, debentures, debenture stocks, notes or other obligations, and to secure the same by pledge or mortgage of the whole or any part of the property of this corporation, whether real or personal, or to issue bonds, debentures, debenture stocks, or notes without any such security.

14. To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which this corporation has an interest, and to endorse or to otherwise guarantee the payment of principal and interest, or either, of any bonds, debentures, notes,

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securities, or other evidence of indebtedness granted by or issued by any such other corporation or association.

15. To do any act or thing and to exercise any power suitable convenient or proper for the accomplishment of any of the purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to expedient for the accomplishment of any of such purposes.

ARTICLE III The maximum number of shares of capital stock this corporation is authorized to have outstanding at any time is One Hundred Fifty (150) shares of common stock, at Five and 00/100 (\$5.00) Dollars par value fully paid and non-assessable. All such stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. The capital stock shall be sold, assigned, issued and transferred in accordance with the by-laws as the corporation may from time to time make, change or alter, with a lien reserved in favor of the corporation upon all if its capital stock for any indebtedness which may, at any time be due by the holder of same to the said corporation, and which shall be a lien thereon superior to all other liens or claims of every character, and all assignments or transfers of stock of the corporation shall be subject thereto. The common stock of this corporation shall be the voting stock of the corporation.

ARTICLE IV The amount of capital with which the corporation shall begin business shall not be less than Three Hundred and 00/100 (\$300.00) Dollars.

ARTICLE V The principal office of this corporation shall be located at 200 S. Old Wire Road, Wildwood, Florida 34785, with the privilege of having branch offices at other places within and without the State of Florida, as the Board of Directors may determine.

ARTICLE VI The number of directors of this corporation shall not be less than one (1) nor more than seven (7), as shall be fixed from time to time by the

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by-laws of the corporation; and these directors, who, subject to the provisions of the Certificate of Incorporation, the by-laws of this corporation, and the Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

Nicolas F. Samero 200 S. Old Wire Road Wildwood, Florida 34785

ARTICLE VII. The officers of this corporation shall be a president and secretary/treasurer, and such officers and agents as may later be deemed necessary. The names, title or titles and addresses of the first officers of the corporation who shall hold office subject to the provisions of this Certificate of Incorporation and the by-laws of this corporation and the laws of the State of Florida, for the first year of the corporation's existence, or until their successors have been elected and have qualified, are as follows:

President NICOLAS F. SAMERO 200 S. Old Wire Road
Wildwood, Florida 34785

Secretary/ NICOLAS F. SAMERO 200 S. Old Wire Road
Treasurer Wildwood, Florida 34785

ARTICLE VIII. The names and addresses of each subscriber of the certificate of incorporation, and the statement of the number of shares of stock which each agrees to take at par value is as follows:

NICOLAS F. SAMERO 200 S. Old Wire Road 100 Shares
Wildwood, Florida 34785 \$300.00

ARTICLE IX. The entire management and control of this corporation shall be retained by the stockholders through their duly elected officers and directors, and the stockholders of the corporation may enter into such stockholders' and trustees' agreements as they may see fit wherein and whereby such stockholders may limit their voting rights by virtue of such stockholders' and trustees' agreements.

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ARTICLE X. The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation may be made.

ARTICLE XI. The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the corporation, its stockholders and directors, are hereby adopted as a part of this certificate of incorporation.

a) The Board of Directors shall from time to time determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the corporation, except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

b) No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

c) The directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

d) The original incorporators of the corporation shall have the right upon its organization to assign and deliver their subscriptions of stock as set forth in Article VIII hereof to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said

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subscriptions subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

e) No contracts or other transactions between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one (1) or more of the directors of the corporation is or are interested in, or is a director or officer, or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

ARTICLE XII. The street address of the initial registered office of this corporation is 200 S. Old Wire Road, Wildwood, Florida 34785, and the name of the initial registered agent of this corporation at that address is NICOLAS F. SAMERO.

ARTICLE XIII. In pursuance of Chapter 48.091, Florida Statutes, a certificate designating place of business or domicile for the service of process within this state, and naming the agent upon whom process may be served, is

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Thursday, March 30, 2000 2:15 PM

To: New Filings

From: Mark Hankins,

(603) 761-7427

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hereby attached as Exhibit "A" to the Articles, and by reference thereto made a part hereof.

IN WITNESS WHEREOF, the undersigned subscribed have hereunto set their hand and seal and acknowledged to be filed in the office of the Secretary of State of the State of Florida, Tallahassee, Florida, the foregoing Certificate of Incorporation, this _____ day of March, A. D., 2000.

 (seal)

NICOLAS F. SAMERO

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EXHIBIT "A"

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

1. That NFS Continental, INC., desires to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at 200 S. Old Wire Road, Wildwood, County of Sumpter, State of Florida, as its agent to accept service of process within this state.

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


NICOLAS F. SAMERO
Registered Agent

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