

LAW OFFICES

ENGLANDER & FISCHER, P.A.

721 First Avenue North  
St. Petersburg, FL 33701

Leonard S. Englander <sup>1,2</sup>  
H. James Fischer  
Terry L. Hirsch  
Terrence S. Buchert  
Martha M. Collins  
William K. Bennett <sup>3</sup>  
Mark M. Wall

Post Office Box 1954  
St. Petersburg, FL 33731-1954

Phone (727) 898-7210  
Fax (727) 898-7218

<sup>1</sup> Board Certified Business  
Litigation Lawyer  
<sup>2</sup> Also Licensed in Colorado  
<sup>3</sup> Certified Mediator

May 24, 2000

P00000053642

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32301

VIA FEDERAL EXPRESS

Re: Spoto's Steak Joynt II, Inc.

20000326652--9

-05/25/00--01061--002

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$78.75 to cover the minimum charter tax, filing, certified copy and registered agent fees.

Please immediately file the original and return to me a certified copy of the same.  
Thank you.

Sincerely,

LEONARD S. ENGLANDER

LSE/jdz

Enclosures

FILED  
00 MAY 25 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BROWN JUN - 2 2000

**ARTICLES OF INCORPORATION**

**OF**

**SPOTO'S STEAK JOYNT II, INC.,  
a Florida corporation**

**FILED**  
00 MAY 25 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name**

- 1.1. The name of the corporation is **SPOTO'S STEAK JOYNT II, INC.**

**ARTICLE II**

**Duration**

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

**ARTICLE III**

**Purpose**

- 3.1 This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

**Capital Stock**

- 4.1 This corporation is authorized to issue 7500 shares of stock of \$1.00 par value common stock.

**ARTICLE V**

**Preemptive Rights**

- 5.1 Should the capital stock be increased at any time, the stockholders of each class at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

**ARTICLE VI**

**Initial Registered Office and Agent**

6.1 The street address of the initial registered office of this corporation is 721 1<sup>st</sup> Avenue North, St. Petersburg, Florida 33701, and the name of the initial registered agent of this corporation is Leonard S. Englander, Esq.

**ARTICLE VII**

**Principal Office and Mailing Address**

7.1 The initial principal office of this corporation is located at 721 1<sup>st</sup> Avenue North, St. Petersburg, FL 33701, and the corporation's initial mailing address shall be 721 1<sup>st</sup> Avenue North, St. Petersburg, FL 33701.

**ARTICLE VIII**

**Initial Board of Directors**

8.1 This corporation shall have one (1) director.

8.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

8.3 The name and address of the initial director of this corporation is:

LEONARD S. ENGLANDER  
721 1<sup>st</sup> AVENUE NORTH  
ST. PETERSBURG, FL 33701

**ARTICLE IX**

**Incorporators**

9.1 The name and address of the person signing these Articles is the Corporation's existing shareholder:

LEONARD S. ENGLANDER  
721 1<sup>st</sup> AVENUE NORTH  
ST. PETERSBURG, FL 33701

**ARTICLE X**

**Indemnification**

10.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed

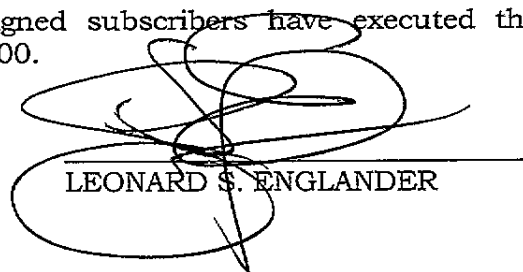
for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

#### ARTICLE XI

#### Amendment

11.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on May 24, 2000.

  
LEONARD S. ENGLANDER

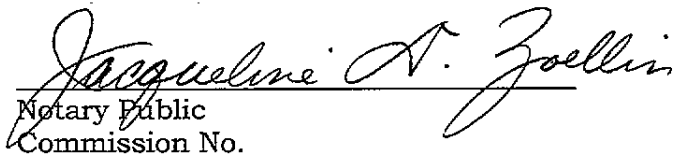
STATE OF FLORIDA       §  
COUNTY OF PINELLAS   §

BEFORE ME, the undersigned authority duly authorized to take acknowledgements and administer oaths, personally appeared LEONARD S. ENGLANDER, who is personally known to me and who did take an oath. LEONARD S. ENGLANDER, who after first being duly sworn, deposes and says that he has read the foregoing **Articles of Incorporation of SPOTO'S STEAK JOYNT II, INC., a Florida corporation** and the matters and things contained therein are true and correct to the best of his knowledge and belief and that the execution of the foregoing is a free act and deed.

24<sup>th</sup> WITNESS my hand and official seal at Pinellas County and State aforesaid, this day of May, 2000.



Jacqueline D. Zoellin  
MY COMMISSION # CC558952 EXPIRES  
June 3, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

  
Notary Public  
Commission No.

JACQUELINE D. ZOELLIN  
(Name of Notary typed, printed or stamped)

#### CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for **SPOTO'S STEAK JOYNT II, INC.**, at the registered office designated in the Articles of Incorporation, the undersigned

hereby accepts the designation of Registered Agent.

LEONARD S. ENGLANDER

FILED  
80 MAY 25 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA §  
COUNTY OF PINELLAS §

BEFORE ME, the undersigned authority duly authorized to take acknowledgements and administer oaths, personally appeared LEONARD S. ENGLANDER, who is personally known to me and who did take an oath. LEONARD S. ENGLANDER, who after first being duly sworn, deposes and says that he has read the foregoing **Consent of Registered Agent** and the matters and things contained therein are true and correct to the best of his knowledge and belief and that the execution of the foregoing is a free act and deed.

24<sup>TH</sup> WITNESS my hand and official seal at Pinellas County and State aforesaid, this day of May, 2000.



Jacqueline D. Zoellin  
MY COMMISSION # CC558952 EXPIRES  
June 3, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

Jacqueline D. Zoellin  
Notary Public  
Commission No.

JACQUELINE D. ZOELLIN  
(Name of Notary typed, printed or stamped)