

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**P00000060031**

*Chaz Lewis, Inc*

000003298590--5  
-06/21/00--01017--021  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Signature \_\_\_\_\_

Requested by: LS

Name \_\_\_\_\_

Date 6/21/00

Time 8:39

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

<input checked="" type="checkbox"/> Art of Inc. File _____	RECEIVED 00 JUN 21 AM 10:55 TALLAHASSEE, FLORIDA DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA	FILED
<input type="checkbox"/> LTD Partnership File _____		
<input type="checkbox"/> Foreign Corp. File _____		
<input type="checkbox"/> L.C. File _____		
<input type="checkbox"/> Fictitious Name File _____		
<input type="checkbox"/> Trade/Service Mark _____		
<input type="checkbox"/> Merger File _____		
<input type="checkbox"/> Art. of Amend. File _____		
<input type="checkbox"/> RA Resignation _____		
<input type="checkbox"/> Dissolution / Withdrawal _____		
<input type="checkbox"/> Annual Report / Reinstatement _____		
<input checked="" type="checkbox"/> Cert. Copy _____	RECEIVED 00 JUN 21 AM 9:53 TALLAHASSEE, FLORIDA DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA	
<input type="checkbox"/> Photo Copy _____		
<input type="checkbox"/> Certificate of Good Standing _____		
<input type="checkbox"/> Certificate of Status _____		
<input type="checkbox"/> Certificate of Fictitious Name _____		
<input type="checkbox"/> Corp Record Search _____		
<input type="checkbox"/> Officer Search _____		
<input type="checkbox"/> Fictitious Search _____		
<input type="checkbox"/> Fictitious Owner Search _____		
<input type="checkbox"/> Vehicle Search _____		
<input type="checkbox"/> Driving Record _____		
<input type="checkbox"/> UCC 1 or 3 File _____		
<input type="checkbox"/> UCC 11 Search _____		
<input type="checkbox"/> UCC 11 Retrieval _____		
<input type="checkbox"/> Courier _____		

**ARTICLES OF INCORPORATION  
OF  
CHEZ LOUIS, INC.**

FILED  
00 JUN 21 AM 10:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make the within Articles of Incorporation for the purpose of becoming incorporated and being a corporation by virtue of the laws of the State of Florida under the following proposed charter:

**ARTICLE I - NAME/ADDRESS**

The name of this corporation shall be CHEZ LOUIS, INC. and its business shall be carried on in the State of Florida and such other states and foreign countries as may be agreed upon, and its principal place of business shall be 3235 TAMPA ROAD, PALM HARBOR, FLORIDA or such other place as from time to time is designated.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

**ARTICLE III - PURPOSE**

This corporation shall be authorized and permitted to engage in any activity or business permitted under the laws of the United States and the State of Florida. This corporation's primary business shall be FOOD SERVICE and every other act or thing incidental or pertaining to or growing out of or connected with the aforesaid purpose and in addition, to engage in any other business or businesses permitted by law.

**ARTICLE IV - STOCK CLAUSE**

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares with a par value of \$1.00 per share.

**ARTICLE V - PREEMPTIVE RIGHTS AND RELATED MATTERS**

Each holder of shares of this corporation shall have the first right to purchase shares of this corporation that may from time to time be issued, including shares from the treasury of this corporation, in the ratio that the number of shares held at the time bears to the total number of shares outstanding exclusive of treasury shares. This right shall be

deemed waived by any shareholder who does not exercise it and pays for the shares preemptive within thirty days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue and inviting him to exercise his preemptive rights.

#### **ARTICLE VI - OFFICERS AND DIRECTORS**

The business and affairs of the corporation shall be conducted and managed by a Board of Directors who shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the By-laws, or by resolution of the Board of Directors, and who shall hold office until their successors shall be elected and qualified. The name and addresses of the initial officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

ROBERT STEA  
4149 RIDGEMOOR DR. N.  
PALM HARBOR, FL 34685

LOUIS VENNE  
1182 PINE RIDGE CIR. W. #C-2  
TARPON SPRINGS, FL 34689

#### **ARTICLE X - REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the initial registered agent of this corporation is JAMES J. SPANOLIOS, P.A., 36318 U.S. HIGHWAY 19 N., PALM HARBOR, FL 34684.

#### **ARTICLE XI - BY-LAWS**

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and Shareholders in accordance with the Shareholders Agreement.

#### **ARTICLE XII - POWERS**

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or hereafter enacted.

**IN WITNESS WHEREOF**, I the undersigned, being the original subscribed to the capital stock herein named, for the purpose of forming a

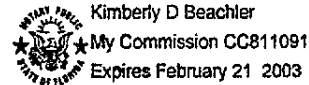
corporation to do business in the State of Florida, under the Laws of the State of Florida, do make and file these articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and set my hand and seal this 12 day of June, 2000.

INITIAL INCORPORATOR

J. Spanolios  
James J. Spanolios, Esquire  
36318 U.S. Hwy. 19 N.  
Palm Harbor, FL 34684

~~JAMES SPANOLIOS~~ SWORN TO AND SUBSCRIBED before me, the undersigned authority, by  
~~LOUIS VENNE~~ personally known to me or who produced as identification:  
\_\_\_\_\_, this 12 day of June,  
2000.

Kimberly Beachler  
Notary Public



**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN THE STATE  
AND NAMING AN AGENT UPON WHOM  
PROCESS MAY BE SERVED**

Pursuant to Florida Statute, the following is submitted:

That CHEZ LOUIS, INC organized under the laws of the state of Florida, with its principal place of business being: 3235 TAMPA ROAD, PALM HARBOR, FLORIDA has named as its registered agent to accept process within this State:

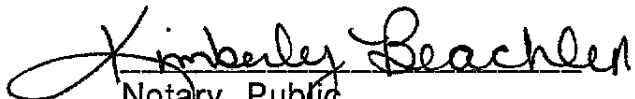
JAMES J. SPANOLIOS, P.A.  
36318 U.S. HIGHWAY 19 NORTH,  
PALM HARBOR, FL 34684


**ACCEPTANCE**

Having been named to accept service of process for the above named corporation, at the place designated above, I hereby accept appointment in this capacity, and agree to comply with the provisions of State Law relative to keeping open said office.

  
James J. Spanolios, Esquire

SWORN TO AND SUBSCRIBED before me, the undersigned authority, by JAMES J. SPANOLIOS, ESQUIRE, ~~personally known to me~~ or who produced as identification: \_\_\_\_\_, this 12 day of June 2000.

  
Notary Public

 Kimberly D Beachler  
My Commission CC811091  
Expires February 21 2003

FILED  
00 JUN 21 AM 10:55  
SECRETARY OF STATE  
TALLAHASSEE, FL 32301