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Mary F. Booth
R. Mark Bortner

September 8, 2000

VIA OVERNIGHT DELIVERY

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

300003388823--8
-09/11/00--01132--003
*****70.00 *****70.00

RE: Geneva's Restaurant, Inc.
Articles of Incorporation


To Whom It May Concern:

On behalf of the above-referenced corporation, enclosed please find two executed originals of the Articles of Incorporation and our check in the amount of \$70.00, representing the filing fee and the registered agent fee. Please file these documents and return a "filed" stamped original of the Articles to me.

Your attention is directed to Article III of the Articles of Incorporation which states a specific commencement date for this Corporation. Please make sure the Secretary of State indicates the correct effective date.

If you have any questions or require further information, please contact me.

Very truly yours,


David J. Sockol

DJS/kmr
Enclosures

cc: Geneva's Restaurant, Inc.

FILED
00 SEP 11 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GENEVA'S RESTAURANT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is GENEVA'S RESTAURANT, INC.

ARTICLE II.

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 2807 38th Avenue North, St. Petersburg, Florida 33705.

ARTICLE III.

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of September 11, 2000.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE V.

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Geneva Edmead, 2807 38th Avenue North, St. Petersburg, Florida 33705.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is Geneva Edmead, 2807 38th Avenue North, St. Petersburg, Florida 33705.

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are David J. Sockol, Esquire, 111 Second Avenue NE., Suite 1406, St. Petersburg, Florida 33701.

ARTICLE IX.

AMENDMENT

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

ARTICLE X.

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI.

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 11 day of September, 2000.



David J. Sockol, Esquire
INCORPORATOR

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, I agree to act in the capacity of Registered Agent for the above corporation and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.

Dated this 11 day of September, 2000.

Geneva Edmead
Geneva Edmead

FILED
00 SEP 11 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA