

Division of Corporations

P000000102335

## Florida Department of State

Division of Corporations

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## FLORIDA PROFIT CORPORATION OR P.A.

Villa Capri Restaurants, Inc.

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## FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 31, 2000

KAY, GRONEK &amp; LATHAM, INC.

SUBJECT: CAPRI RESTAURANTS, INC.  
REF: W00000026119

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The conflict is (THE CAPRI RESTAURANT, INC.).

If you have any further questions concerning your document, please call (850) 487-6927.

Tracy Smith  
Document SpecialistFAX Aud. #: H00000057227  
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I HAVE RENAMED THE CORP  
"VILLA CAPRI RESTAURANTS, INC"

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**ARTICLES OF INCORPORATION  
OF  
VILLA CAPRI RESTAURANTS, INC.**

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The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation shall be **VILLA CAPRI RESTAURANTS, INC..**

**ARTICLE II - TERM OF EXISTENCE**

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

**ARTICLE III - GENERAL PURPOSES**

The general purposes for which the corporation is organized shall be to manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, and deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description. It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be, from time to time, amended.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is One Thousand (1,000), which shall be designated Common Shares with a par value of one cent (0.01¢) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT**

The initial street address of the registered office of the corporation in the state of Florida is 390 North Orange Avenue, Suite 600, Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is KG&L Services, Inc.

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**ARTICLE VI - INCORPORATOR**

The name and street address of the incorporator of the corporation are:

<u>Name</u>	<u>Address</u>
Robert J. Gronek	390 N. Orange Avenue Suite 600 Orlando, FL 32801

**ARTICLE VII - BY-LAWS**

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

**ARTICLE VIII - PRINCIPAL OFFICE**

The principal office of the corporation in the state of Florida is 2962 Oak Hammock Court, Oviedo, Florida 32765-9337.

**ARTICLE IX - AMENDMENT TO ARTICLES**

These Articles of Incorporation may be amended in any manner permitted by law.

**ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 351 day of October, 2000.

  
ROBERT J. GRONEK, Incorporator

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**ACKNOWLEDGMENT**

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 3rd day of October, 2000, by ROBERT J. GRONEK, as incorporator, who is personally known to me.



Daniel Crivello  
NOTARY PUBLIC

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, KG&L SERVICES, INC., as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that it is familiar with, and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.

KG&L SERVICES, INC.

By: Robert J. Gronek  
ROBERT J. GRONEK, VICE PRESIDENT

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