

PO 1000019853

LAW OFFICES OF
ANTHONY S. ARENA

2780 N. Riverside Drive
Suite 505
Tampa, Florida 33602

TELEPHONE
(813) 277-9470

E-MAIL
AnthonyArena@MSN.com

February 20, 2001

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

300003747873--9
-02/22/01--01094--001
*****87.50 *****87.50

SUBJECT: CHERRY'S RESTAURANTS, INC.

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for \$87.50 to cover the Filing Fee, Certified Copy and Certificate of Status. Please contact me if you have any questions.

Sincerely,



Anthony S. Arena

EFFECTIVE DATE

02-20-01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 FEB 22 AM 8:36

FILED

gy 2/23

ARTICLES OF INCORPORATION
OF
CHERRY'S RESTAURANTS, INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

FILED
01 FEB 22 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I – Name

The name of the Corporation shall be:

Cherry's Restaurants, Inc.

Article II – Principal Office and Mailing Address

The address or the principal office and the mailing address of this Corporation shall be:

1423 Compton St.
Brandon, FL 33511

EFFECTIVE DATE
02-20-01

Article III – Business and Purposes

The general purposes for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

Article IV – Capital Stock

(a) The Aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually

performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

Article V – Existence of Corporation

This corporation shall have an effective date of February 20, 2001 and shall have perpetual existence.

Article VI – Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 1423 Compton St., Brandon, Florida 33511, and the initial registered agent of this Corporation at such office shall be David Schlarbaum. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

Article VII – Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) not more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders of the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

Article VIII – Initial Board of Directors

The initial Board of Directors of this corporation shall consist of the following member, such member to hold office until his successor has been duly elected and qualified. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
David Schlarbaum	1423 Compton St. Brandon, FL 33511

Article IX – Limitation of Liability

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

Article X – Incorporator

The name and street address of the Incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Anthony S. Arena	2780 N. Riverside Dr. Unit 505 Tampa, FL 33602

Article XI – Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the

Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.


Article XII – Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

Article XIII – Affiliated Transactions

The provisions of Section 607.0901 of the Florida Business Corporation Act, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes herein stated.



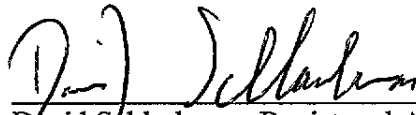
Anthony S. Arena, Incorporator

CHERRY'S RESTAURANTS, INC.

CERTIFICATE OF ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, David Schlarbaum, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 15th day of February 2001.



David Schlarbaum, Registered Agent

FILED
01 FEB 22 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA