

PO100003/209  
C.D. Halkias Group, INC.

CDH GROUP INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 20, 2001

Florida Department of State  
Division of Corporations  
PO BOX 6327  
Tallahassee, FL 32314

Chris D. Halkias, President  
Email: Halkias@earthlink.net  
Phone (813) 978 0868  
14417 Hanging Moss Circle  
Tampa, Florida 33613

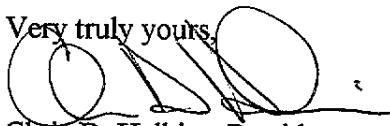
Demetrios G. Halkias,  
Treasurer / Secretary  
Email: MIMHALK@aol.com  
Phone (813) 932 5859  
10413 Butia Place  
Tampa, FL 33618

Dear Sir or Madam:

200003908452--8  
-03/26/01--01014--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Please find enclosed two copies of the Articles of Incorporation to register a new corporation entitled "C.D. HALKIAS GROUP, INC" (CDH GROUP, INC.). Please also find enclosed a check in the amount of \$78.75 for the necessary expense of registering the corporation. Please let me know if you need any additional information.

Very truly yours,

  
Chris D. Halkias, President

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ARTICLES OF INCORPORATION  
OF

C.D. HALKIAS GROUP, INC.

The undersigned subscriber of these Articles of Incorporation is a natural person competent to contract himself to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

C.D. HALKIAS GROUP, INC..

ARTICLE II

BUSINESS OBJECTS OR PURPOSES

The general nature of the business to be transacted by this Corporation, or the objects or purposes of the Corporation shall be as follows:

(a)

- (1) To establish and operate restaurants.
- (2) To provide seminars and state of the art developments in the restaurant business.
- (3) To engage in the purchasing operate and establish of franchise restaurants.
- (4) To supply consulting services for the management of restaurants.
- (5) To establish and invest in food catering services.
- (6) To develop promotional and marketing strategies for the restaurant business.
- (7) To invest in the restaurant business, franchise business, and similar business entities.
- (8) To supply advising and consulting services for the training of restaurant employees including beginning management.
- (9) To perform feasibility studies with respect to identifying appropriate locations for various restaurant type enterprises.
- (10) To perform evaluation analysis of various types of restaurants with respect to various types of foreign cuisine.
- (11) To supply consulting services in structuring appropriate menus for various types of restaurant enterprises and corresponding economic analysis.
- (12) To supply consulting services with respect to purchasing strategies, both domestic and international.

(b) To engage in any lawful enterprise whether technological, industrial, or managerial, calculated or designated to be profitable to this corporation.

(c) To generally engage in, do and perform and enterprise, act, or vocation that a natural person might or could do or perform.

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(d) To possibly engage in the manufacture, or otherwise purchase, own, or represent, assign and transfer, or otherwise dispose of: anything related to the restaurant business.

(e) To purchase, lease and hold real and personal property and any and every estate and interest therein and choses in action secured thereby: to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to loan money, upon such property and to take mortgages and assignments of mortgages on the same; and to transact all or any of the aforesaid purposes of the Corporation.

(f) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purposes; to issue bonds, promissory notes, bills of exchange, debentures and other obligation and evidences of indebtedness payable at a specified time or times secured by mortgage or otherwise.

(g) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock or, or any bonds issued by, or evidence of indebtedness created by any other corporations, and while owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(h) To purchase, sell and transfer shares of its own capital stock.

(i) To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and any licenses or other rights or interest therein and there under.

(j) In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the general corporation acts of the State of Florida, and any amendments thereto, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed to both as objects and powers; and it is hereby expressly provided that the foregoing shall not be held to limit or restrict in any manner the powers of the corporation.

### ARTICLE III CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the corporation shall be 100 shares at \$ 1 par value common capital stock. Each of the said shares of stock shall entitle the holder thereto to one (1) vote at any meeting of the stockholders. All or any part of the said capital stock may be paid for in cash, in property, or in labor or services, at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

ARTICLE IV  
INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business will be not less than 100 dollars.

ARTICLE V  
EXISTENCE OF CORPORATION

This Corporation shall have perpetual existence.

ARTICLE VI  
ADDRESS

The address of the principal place of business for the new Corporation is: 14417 Hanging Moss Circle, Tampa, Florida 33613. The Corporation shall have the power to change the location of the principal office and to establish branch officers at any other places within or without the State of Florida, as may be determined and deemed expedient.

ARTICLE VII  
BOARD OF DIRECTORS

There shall be a Board of Directors for this Corporation which shall consist off not less than one and nor more than five, the number of the same to be fixed by the stockholder or by the corporate by-laws. Each of the said Directors shall be of full age and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors present at a meeting of the Board of Directors. Any act taken at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders.

ARTICLE VIII  
FIRST BOARD OF DIRECTORS

The name and address of the first Board of Directors who shall serve until they resign or until their successors have been duly elected and qualified are:

Name: Chris D. Halkias  
Street Address: 14417 Hanging Moss Circle  
City and State: Tampa, FL 33613

Name: Demetrios G. Halkias  
Street Address: 10413 Butia Place  
City and State: Tampa, FL 33618

ARTICLE IX  
BY-LAWS

- (a) The power to adopt the by-laws of this Corporation, to alter, amend, or repeal the by-laws or to adopt new by-laws, shall be bested in the Board of Directors of this Corporation; provided, however, that any by-law 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 by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by vote of the directors until half a year shall have expired since such an action by vote of such stockholders.
- (b) The by-laws of this Corporation shall be for the government of the Corporation and may contain any provisions or requirements for the management of conduct of the affairs and business of the Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this State or of the United States.

ARTICLE X  
SUBSCRIBERS

The subscriber to these Articles of Incorporation, his address, the number of shares of stock each intends to take and the consideration paid therefore, are as follows:

<u>Name</u>	<u>Number of Shares</u>
Chris D. Halkias, President	90 at \$1/share
Demetrios G. Halkias, Treasurer /Secretary	10 at \$1/share

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First- C.D. HALKIAS GROUP, INC. desiring to organize the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation at City of Tampa, County of Hillsborough, State of Florida has names Chris D. Halkias, located 14417 Hanging Moss Circle, Tampa, Florida 33613, State of Florida, as its agent accept service of process within this state.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having seen named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By



(Resident Agent)

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IN WITNESS WHEREOF, the subscriber to these Articles of Incorporation have hereunto affixed his name and respective seal on this 20th day of March 2001.

[Signature]  
Chris P. Fish  
(Witness)

[Signature]  
Chris P. Fish  
(Witness)

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared

CHRIS D. HALKIAS

DEMETRIOS G. HALKIAS

whom after being first duly cautioned and sworn, depose(s) and says(s): That they executed the aforesaid Articles of Incorporation for the uses and purposes therein set forth.

WITNESS, my hand and official seal in the State and County aforesaid this \_\_\_\_\_ day of \_\_\_\_\_ 2001.

Anne Marie Archer 3/20/01

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: \_\_\_\_\_



Anne Marie Archer  
My Commission CC888784  
Expires November 16 2003