

Transmittal letter

Pol000044846

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: 2 GUYS RESTAURANT, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAY -3 AM 9:07

FILED

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

 \$70.00
Filing Fee

 X \$78.75
Filing Fee
& Certificate

 \$122.50
Filing Fee
& certified Copy

 \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM:

Be Legal

Name (printed or typed)

824 N Mills Ave.

Address

Orlando, FL 32803

City, State, & Zip

(407) 8985430

Daytime Telephone Number

200004011592--3
-04/17/01 -01004--022
*****78.75 *****78.75

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF
THE ARTICLES.

W018139
JCS/4



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 18, 2001

BE LEGAL
824 N MILLS AVE
ORLANDO, FL 32803

SUBJECT: 2 GUYS RESTAURANT, INC.
Ref. Number: W01000008739

We have received your document for 2 GUYS RESTAURANT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state the number of shares of authorized stock.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 101A00022868

**ARTICLES OF INCORPORATION
OF**

2 GUYS RESTAURANT, INC.

The undersigned subscribers to the Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation for profit under the Laws of the State of Florida; and further do agree to the following conditions of said corporation:

ARTICLE I:

The name of the Corporation shall be :

2 GUYS RESTAURANT, INC.

And its business shall be carried in Orange County, Florida and also within and without the State of Florida, and in the United States of America and foreign countries as may from time to time be deemed desirable or expedient.

ARTICLE II: NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation and the objects and purposes thereof are as follows:

1.- The nature of the business to be transacted, promoted or carried on by the Corporation are to engage in any lawful act or activity for which corporations may be organized, under the Corporation Act of the State of Florida.

2.- To maintain offices in connection with said business and where necessary, to build or construct new facilities or additions and alterations to existing facilities in connection with its business.

3.- To buy, sell, manufacture, repair, alter and exchange, let or hire, export or deal in all kinds of articles and things which may be required for the purposes of any of the said business, or

FILED
01 MAY -3 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

which may seem capable of being profitable dealt with in connection with any of the said business.

4.- To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time be 1000 shares no par value common stock.

The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the Incorporators or by the Directors at a meeting called for such purpose or at the Organization meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going business may be purchased by the Corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis for such consideration and the issuance of so much of the capital stock as the Directors of the Company may decide.

ARTICLE IV: INITIAL CAPITAL

The amount of capital with, which Corporation will begin business is Thousand (\$1,000.00) Dollars.

ARTICLE V: TERMS OF EXISTENCE

This Corporation shall have perpetual existence unless dissolved by action of law or by vote of the stockholders.

ARTICLE VI: ADDRESS

This initial post office address of this Corporation in the State of Florida is:

201 PICCOLO WAY
DAVENPORT, FL 33837

ARTICLE VII: DIRECTORS

This Corporation shall have not less than one director, who need not to be stockholder. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the by-laws hereof 2 Guys restaurant, Inc, Inc., but at no time shall there be a number less than one (1).

ARTICLE VIII:

The names and post office addresses of the first board of Directors and officers of this Corporation are as follows:

PRESIDENT: Daniel E. Voss
5605 College Rd Apt 102 B
Key West, Fl 33040

VICE-PRESIDENT: Rafael Kalaf
201 Piccolo Way
Davenport, FL 33837

TREASURE: Daniel E. Voss
5605 College Rd Apt 102 B
Key West, Fl 33040

SECRETARY: Daniel E. Voss
5605 College Rd Apt 102 B
Key West, Fl 33040

DIRECTOR(S): Rafael Kalaf
201 Piccolo Way
Davenport, FL 33837

ARTICLE IX: SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation, the number of shares of stock each agree to take, and the value of the consideration paid therefor are as follows:

NAME	ADDRESS	No. OF SHARES
Daniel E. Voss	5605 College Rd apt 102	500

Key West, FL 33040

Rafael Kalaf

201 Piccolo Way
Davenport, FL 33837

500

ARTICLES X: AMENDMENT

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the voting shares.

ARTICLES XI: POWERS OF THE BOARD OF DIRECTORS

In furtherance and not in limitation of the powers conferred by Statue, the Board of Directors is expressly authorized:

- 1.- To make, alter, amend or repeal the by-laws of the Corporation.
- 2.- To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages, liens upon property, and franchises of this Corporation.
- 3.- If the by-laws so provide, to designate by resolution of two or more of their number constitute an Executive Committee, which committee, to the extend provided in the resolution or in the by-law of the Corporation, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business, affairs and property of the Corporation, during the intervals between the meetings of the Board of Directors, so far as may be permitted by law.

ARTICLE XII: RESTRICTION ON STOCK

The restrictions upon the transfer of shares of stock of any class are as follows:

Any stockholder, including the heirs, assigns, executors, or administrator of a deceased stockholder, desiring to sell or transfer such stock owned by him or them shall first offer it, to the Corporation through the Board of Directors in the following manner: He shall notify the

Directors of his desire to sell or transfer by notice in writing which notice shall contain the price of which he is willing to sell or transfer and the name of one arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the Directors have thirty days within which to purchase the same at such valuation, but if at the expiration of thirty days, the Corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in the manner he may see fit.


No shares of stock shall be sold or transferred on the books of the Corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirements.

ARTICLE XIII: INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and registered agent of the Corporation is:

Rafael Kalaf
201 Piccolo Way
Davenport, FL 33837

IN WITNESS WHEREOF, we hereunto set our hand(s) and seal this 11 day of April, 2001.



Rafael Kalaf
201 Piccolo Way
Davenport, FL 33837

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

In compliance with Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act: 2 Guys Restaurant, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation,

at the city of Orlando, County of Orange, State of Florida, has named Rafael Kalaf, 201 Piccolo Way, Davenport, FL 33837 , as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Rafael Kalaf
201 Piccolo Way
Davenport, FL 33837

DATED: April 11, 2001

FILED
01 MAY -3 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA