

CRAWFORD, OWEN & HINES, P.A.

ATTORNEYS AT LAW  
BAYVIEW TOWER, SUITE 500  
144 FIRST AVENUE SOUTH  
ST. PETERSBURG, FLORIDA 33701

BRUCE C. CRAWFORD  
GEORGE E. OWEN, JR.  
J. BRADFORD HINES

TELEPHONE 727/823-9669  
FAX 727/823-0711

July 10, 2001

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Corporation Division  
The Capitol  
Tallahassee, FL 32304

RE: The Pelican Diner, Inc.

Gentlemen:

Enclose herewith is our check in the amount of \$78.75 and original and one copy of the Articles of Incorporation of The Pelican Diner, Inc.

I would appreciate your acknowledgment of this filing at your earliest convenience in the enclosed envelope. Thank you for your assistance.

Sincerely,

  
GEORGE E. OWEN, JR.

GEO:ms  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

G. BULLOCK JUL 16 2001

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ARTICLES OF INCORPORATION  
OF  
THE PELICAN DINER, INC.

We, the undersigned natural persons of the age of twenty-one or more, acting as Director and Incorporator under the provisions of the Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I  
Name

The name of this corporation shall be:

The Pelican Diner, Inc.

ARTICLE II  
Principal Place of Business

The principal place of business is to be located at:

499 75<sup>th</sup> Avenue, St. Petersburg Beach, Florida 33706.

ARTICLE III  
Term of Existence

The duration of this corporation is to be perpetual.

ARTICLE IV  
Purpose

To erect, operate, conduct, manage, maintain and carry on a restaurant business; to buy, sell, lease, or otherwise dispose of, and to operate, conduct, furnish, equip and manage restaurants, inns, cafes or places of entertainment, and generally to do and perform everything necessary for carrying out the aforementioned purposes. To buy, or otherwise acquire, manufacture, market, prepare for market, sell, deal in, and deal with, import and export food and food products of every class and description, fresh, canned, preserved, or otherwise, and to prepare and serve all foods, beverages, alcoholic or non alcoholic, and other preparations and

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TALLAHASSEE, FLORIDA

refreshments of all kinds, and to engage in such other business or businesses, whether related thereto or not, as may be approved by the Board of Directors and which businesses are permitted by the laws of the State of Florida.

ARTICLE V  
Stock Clause

The aggregate number of shares of stock which this corporation shall have the authority to issue shall be five hundred (500) shares of common stock, each with a par value of One (\$1.00) Dollar.

ARTICLE VI  
Minimum Capital

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VII  
Subscribers, Incorporators and Directors

The names and addresses of the Subscribers, Incorporators and Directors are:

<u>Name</u>	<u>Shares Subscribed</u>	<u>Address</u>
Rex Edward Butler Subscriber, Incorporator and Director	250	874 72 <sup>nd</sup> Avenue North St. Petersburg, FL 33702
Kelly Robert Gerhardt Subscriber, Incorporator and Director	250	120 47 <sup>th</sup> Avenue North Apt. 207 St. Petersburg, FL 33703

ARTICLE VIII  
Informal Shareholder Action

Any action of the shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all persons who would be entitled to vote

upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

#### ARTICLE IX Directors

The management and control of this corporation shall be vested in a Board of Directors comprised of at least one director. The Board of Directors shall be elected by the shareholders of the corporation at each annual meeting to be held at the principal office of the corporation on such day and time of year as the By-Laws of this corporation shall provide. At any meeting of the Board of Directors, it shall be necessary that a majority of the then existing Board of Directors vote in favor of any motion, resolution or action taken in order that the same become effective and be the act and deed of the corporation and the Board of Directors thereof.

#### ARTICLE X Officers

The officers of this corporation shall be chosen by the Board of Directors and shall consist of a President, Vice President, Secretary and Treasurer. The Board of Directors may also from time to time provide for and elect all other officers or committees which to their Board may seem expedient. Two or more offices may be held by the same person. The officers who are to conduct the business of the corporation and shall serve as such until the next annual election of officers shall be as follows:

President, Secretary and Treasurer

Rex Edward Butler  
874 72<sup>nd</sup> Avenue North  
St. Petersburg, FL 33702

Vice President

Kelly Robert Gerhardt  
120 47<sup>th</sup> Avenue North, #207  
St. Petersburg, FL 33703

ARTICLE XI

Seal

The seal of this corporation shall be a circular impression bearing in the center thereof the words "CORPORATE SEAL - 2001- FLORIDA" and around the circumference thereof the words "The Pelican Diner, Inc."

ARTICLE XII

Registered Office and Registered Agent

The address of the registered office of this corporation is 144 First Avenue South, Suite 500, St. Petersburg, Florida 33701. The name of the initial registered agent of this corporation at that address is: GEORGE E. OWEN, JR.

IN WITNESS WHEREOF, the undersigned, being the Incorporators of this corporation, execute these Articles of Incorporation and certify to the truth of the facts herein stated this 9 day of July, 2001.

  
REX EDWARD BUTLER

  
KELLY ROBERT GERHARDT

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared REX EDWARD BUTLER, who, after being first duly cautioned and sworn, depose and say that he has affixed his name to the foregoing Articles of Incorporation of The Pelican Diner, Inc. as the original subscribers to said corporation for the purpose therein stated. I relied upon the following forms of identification: \_\_\_\_\_ or all personally known ✓.

WITNESS my hand and official seal at St. Petersburg, Pinellas County, Florida, this  
9 day of July, 2001.

Michele Schibler  
Notary Public

Print name: \_\_\_\_\_ MICHELE SCHIBLER  
My commission expires: \_\_\_\_\_ Notary Public - State of Florida  
My Commission Expires  
December 14, 2003  
CC878844

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared KELLY ROBERT GERHARDT, who, after being first duly cautioned and sworn, depose and say that he has affixed his name to the foregoing Articles of Incorporation of The Pelican Diner, Inc. as the original subscribers to said corporation for the purpose therein stated. I relied upon the following forms of identification: \_\_\_\_\_ or all personally known ✓.

WITNESS my hand and official seal at St. Petersburg, Pinellas County, Florida, this  
9 day of July, 2001.

Michele Schibler  
Notary Public

Print name: \_\_\_\_\_ MICHELE SCHIBLER  
My commission expires: \_\_\_\_\_ Notary Public - State of Florida  
My Commission Expires  
December 14, 2003  
CC878844

DESIGNATION OF REGISTERED AGENT

Pursuant to Chapter 607, Florida Statutes, the following Certificate is submitted in compliance therewith:

IT IS HEREBY DECLARED that is desirous to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of St. Petersburg, County of Pinellas, State of Florida, and has named GEORGE E. OWEN, JR., located at 144 First Avenue South, Suite 500, St. Petersburg, Florida 33701, as its agent to accept service of process in the State of Florida.

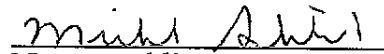
ACKNOWLEDGMENT

STATE OF FLORIDA  
COUNTY OF PINELLAS

Having been named to accept service of process for the above stated corporation at the place designated in the above Certificate, I hereby accept to act in this capacity, and I agree to comply with all of the provisions of said Act.

  
GEORGE E. OWEN, JR.

Personally sworn to and subscribed before me this 9 day of July,  
2001. I relied upon the following form of identification: \_\_\_\_\_ or  
personally known: \_\_\_\_\_

  
Notary Public  
Print name: \_\_\_\_\_

MICHELE SCHIBLER  
Notary Public - State of Florida  
My Commission Expires  
December 14, 2003  
CC878844