

FROM : CONERLY-HELMICH, PLLC
Division of Corporations

FAX NO. : 8375187

Jul. 24 2001 11:02AM P1
Page 1 of 2

PO10000072642

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H01000083436 5)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : CONERLY & HELMICH, P.L.L.C.
Account Number : I19990000084
Phone : (850)837-5118
Fax Number : (850)837-5187

FLORIDA PROFIT CORPORATION OR P.A.

RLR Restaurants, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	01 (5)
Estimated Charge	\$70.00

FILED
01 JUL 24 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight JUL 24 2001

(((H01000083436 5)))

**ARTICLES OF INCORPORATION
OF
RLR RESTAURANTS, INC.**

ARTICLE I

NAME

The name of this Corporation is RLR RESTAURANTS, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This Corporation is organized for the purpose of operating a restaurant, as well as all other lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

(((H01000083436 5)))

Prepared by: Kevin M. Helmich, Esq.
P.O. Box 5499
Destin, Florida 32541
(850) 650-4747

FILED
01 JUL 24 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H01000083436 5)))

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4481 Legendary Drive, Suite 200, Destin, Florida 32541 and the initial registered agent of this Corporation at that address is Kevin M. Helmich, Esq.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have at least three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial directors of this Corporation are:

Linda A. Ferreira
245 Emerald Ridge
Santa Rosa Beach, FL 32459

Manuel R. Ferreira, Sr.
245 Emerald Ridge
Santa Rosa Beach, FL 32459

Manuel R. Ferreira, Jr.
245 Emerald Ridge
Santa Rosa Beach, FL 32459

ARTICLE VIII
PRINCIPAL OFFICE

The principal office and mailing address of this Corporation is 3711 West County Highway 30-A, Santa Rosa Beach, Florida 32459.

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles is:

Linda A. Ferreira
245 Emerald Ridge
Santa Rosa Beach, FL 32459

((H01000083436 5)))

Prepared by: Kevin M. Helmich, Esq.
P.O. Box 5499
Destin, Florida 32541
(850) 650-4747

(((H01000083436 5)))

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

ACTION BY DIRECTORS OR SHAREHOLDERS WITHOUT A MEETING

The directors or shareholders of this Corporation may take action by written consent as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 23rd day of July, 2001.

Linda A. Ferreira
LINDA A. FERREIRA

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared LINDA A. FERREIRA who produced a Florida drivers license as identification and who did take an oath, and who is the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 23rd day of July, 2001.

Charlene Chang
Notary



Charlene Chang
My Commission DD039402
Expires July 04, 2005


(((H01000083436 5)))

Prepared by: Kevin M. Helmich, Esq.
P.O. Box 5499
Destin, Florida 32541
(850) 650-4747

((H01000083436 5)))

ACCEPTANCE

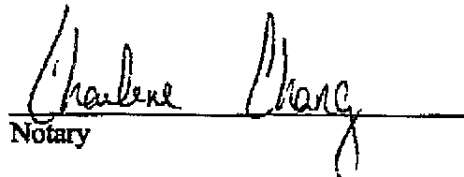
I hereby am familiar with and accept the duties and responsibilities as registered agent for
RLR RESTAURANTS, INC.


Kevin M. Helmich, Esq.
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take
acknowledgements personally appeared Kevin M. Helmich, who produced a Florida drivers license
and who did take an oath, and who is the person who executed the foregoing Acceptance and he
acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 24th
day of July, 2001.


Notary



Charlene Chang
My Commission DD039402
Expires July 04, 2005

FILED
01 JUL 24 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H01000083436 5)))

Prepared by: Kevin M. Helmich, Esq.
P.O. Box 5499
Destin, Florida 32541
(850) 650-4747