

A. J. AGOSTINI, C.P.A., P.A.

Certified Public Accountant

Suite 106

1320 N. Semoran Blvd. ~ Orlando, FL 32807-3500

Phone: (407) 249-1717 ~ Fax: (407) 249-1717

PO2000025168

TRANSMITTAL LETTER

February 26, 2002

Date

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

SUBJECT: CHARNELYS ENTERPRISES, INC.

(Proposed corporate name – must include suffix)

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

X \$70.00  
Filing Fee

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

From:

A. J. AGOSTINI, C.P.A., P.A.  
Name

1320 N. SEMORAN BLVD. STE. 106  
Address

ORLANDO, FL 32807-3500  
City, State & Zip

(407) 249-1717  
Daytime Telephone number

FILED  
2002 MAR -1 AM 10:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3/7/02

ARTICLES OF INCORPORATION  
FOR

CHARNELYS ENTERPRISES, INC.

**FILED**

2002 MAR -1 AM 10:59

The undersigned, acting as Incorporators of a corporation pursuant to chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

SEAL OF THE STATE  
TALLAHASSEE FLORIDA

ARTICLE I ~ NAME:

The name of the corporation shall be:

CHARNELYS ENTERPRISES, INC.

ARTICLE II ~ DURATION:

This corporation shall have perpetual existence commencing on the date of the Articles with the Department of State.

ARTICLE III ~ PURPOSE(S):

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, (Florida Statutes), and restaurant business.

ARTICLE IV ~ INITIAL OFFICE:

The principal place of business shall be:

4920 W. IRLO BRONSON MEMORIAL HIGHWAY  
KISSIMMEE, FL 34746

The mailing address shall be:

1009 McKINNON AVENUE  
OVIDO, FL 32765-7035

ARTICLE V ~ INITIAL REGISTERED AGENT AND ADDRESS:

The name and Florida street address of the initial registered agent is:

JUAN BERRIOS  
1009 McKinnon Avenue  
Oviedo, FL 32765-7035

ARTICLES OF INCORPORATION  
FOR

CHARNELYS ENTERPRISES, INC.  
(Continued)

**ARTICLE VI ~ CAPITAL STOCK:**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of One Dollar (\$1.00) par value, common stock, which shall be designated as "Common Shares".

**ARTICLE VII ~ PRE-EMPTIVE RIGHTS:**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

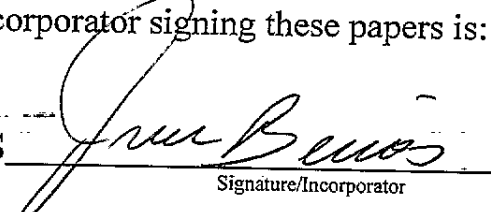
**ARTICLE VIII ~ INITIAL BOARD OF DIRECTORS & INCORPORATORS:**

This corporation shall have two directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by-laws; however, there shall never be less than one director. The name and address of the initial Director and the Incorporator signing these papers is:

**PRESIDENT:**

JUAN BERRIOS


1009 McKinnon Avenue  
Oviedo, FL 32765-7035

  
Signature/Incorporator

-February 26, 2002

Date

NYDIA BERRIOS

  
Signature/Incorporator

-February 26, 2002

Date

**ARTICLE IX ~ INDEMNIFICATION:**

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

**ARTICLE X ~ AMENDMENTS:**

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the stockholders is subject to this reservation.

**ARTICLE XI ~ SPECIAL PROVISIONS:**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officer to accomplish compliance.

ARTICLES OF INCORPORATION  
FOR

CHARNELYS ENTERPRISES, INC.  
(Continued)

**FILED**

2002 MAR -1 AM 10:59

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the state of Florida.

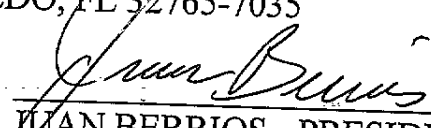
1. The name of the corporation is: **CHARNELYS ENTERPRISES, INC.**
2. The name and address of the registered agent and office is:

**JUAN BERRIOS**  
**1009 McKINNON AVENUE**  
**OVIEDO, FL 32765-7035**

SIGNATURE:

TITLE:

DATE:

  
**JUAN BERRIOS - PRESIDENT**

February 26, 2002

*HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.*

SIGNATURE:

DATE:

  
**JUAN BERRIOS**

February 26, 2002