

MORAN & SHAMS, P.A.  
ATTORNEYS AT LAW

PO2000046301  
FILED

02 APR 24 AM 8:54

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

EFFECTIVE DATE  
4-23-02

April 23, 2002

DAVID E. ACKLEY

CRISTINA A. EQUI

SCOTT E. JOHNSON

JOHN P. JUNOD

JAMES F. KIDD

CATHERINE J. LIVINGSTON

CLINTON C. LYONS, JR.

BRIAN J. MORAN

THOMAS P. MORAN

JENNIFER EDEN RILEY

MAURICE SHAMS

SIDNEY H. SHAMS

**Via Federal Express**

Secretary of State  
Corporate Division  
409 E. Gaines Street  
Tallahassee, Florida 32399

700005337117--8  
-04/24/02--01055--002  
\*\*\*\*\*18.75 \*\*\*\*\*18.75

Re: JAT Restaurants, Inc.

Dear Sir/Madam:

Please find enclosed in duplicate the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$78.75 to cover the costs of incorporation.

If the above is in order, please file the Articles and forward to us a certified copy thereof. Conversely, if there is anything which is not in order, please call us collect.

Thank you.

Sincerely yours,



Scott E. Johnson

SEJ/jmc  
Enclosures

PO Box 472 ORLANDO, FL 32802-0472  
111 N. ORANGE AVE., SUITE 1200, ORLANDO, FL 32801-2361  
PH. 407-841-4141 FX. 407-841-4148  
MORAN-SHAMS@MORAN-SHAMS.COM

D. WHITE APR 29 2002

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EFFECTIVE DATE

4-23-02

ARTICLES OF INCORPORATION  
of  
JAT RESTAURANTS, INC.

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TALLAHASSEE FLORIDA

ARTICLE I. - NAME

The name of this corporation is JAT RESTAURANTS, INC.

ARTICLE II. - DURATION

This corporation shall have perpetual existence, commencing on April 23, 2002.

ARTICLE III. - PURPOSE

This corporation is organized to transact any and all lawful business.

ARTICLE IV. - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V. - CAPITAL STOCK

- A. This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares."
- B. Except as otherwise provided by law or in the by-laws of the corporation, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. - PRINCIPAL OFFICE AND REGISTERED AGENT AND OFFICE

The street and mailing address of the principal office of this corporation is 500 South A1A, Flagler Beach, Florida 32136, and the name of the initial registered agent of this corporation and the street and mailing address of the initial registered office of the corporation are: Scott E. Johnson, Esquire, Moran & Shams, P.A., 111 N. Orange Avenue, Suite 1200, Orlando, Florida 32801.

#### ARTICLE VII. - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) 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 or more than fifteen. The name and address of the initial directors of this corporation are:

John Thall  
500 South A1A  
Flagler Beach, Florida 32136

Michelle Robertson  
500 South A1A  
Flagler Beach, Florida 32136

#### ARTICLE VIII - INCORPORATOR

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

John Thall  
500 South A1A  
Flagler Beach, Florida 32136

#### ARTICLE IX. - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any by-laws adopted by the Board of Directors. The shareholders reserve the power to adopt by-laws and to prescribe in any by-laws that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

#### ARTICLE X. - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.

#### ARTICLE XI. - MEETINGS

Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the corporation.

ARTICLE XII. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22<sup>nd</sup> day of April, 2002.

 (SEAL)  
John Hall, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared John Hall, known to me (or who presented to me as proof of identification: Fl. Lic # T400461553000) and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 22<sup>nd</sup> day of April, 2002.

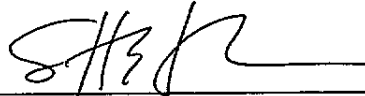
  
Notary Public, State of Florida  
My Commission Expires:



June M. Comas  
MY COMMISSION # CC997456 EXPIRES  
May 30, 2005  
BONCHIO THRU TROY FAHN INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VII OF THESE ARTICLES OF INCORPORATION, 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



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Scott E. Johnson, Registered Agent

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