

TRANSMITTAL LETTER  
**FR200047882**

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAY -1 PM 1:50

SUBJECT: IGUANA MON RESTAURANTS, INC.  
(Proposed corporate name - must include suffix)

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

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy  
 \$87.50 Filing Fee, Certified Copy & Certificate of Status  
**ADDITIONAL COPY REQUIRED**

FROM: JAMES SELF 100005417541--8  
Name (Printed or typed) -05/01/02--01049--024  
\*\*\*\*236.25 \*\*\*\*\*78.75

1 SANDESTIN ESTATES DRIVE  
Address

DESTIN, FL 32550  
City, State & Zip

850-654-4949  
Daytime Telephone number

TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE

NOTE: Please provide the original and one copy of the articles.

RECEIVED

5-1-02  
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**IGUANA MON RESTAURANTS, INC.**

**ARTICLES OF INCORPORATION**

**ARTICLE I NAME**

The name of the corporation shall be:

IGUANA MON RESTAURANTS, INC.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

1 Sandestin Estates Drive  
Destin, Florida 32550

**ARTICLE III SHARES**

The total number of shares of all classes of stock which the corporation has authority to issue is 300,000,000 shares, consisting of 100,000,000 shares of capital stock designated as "Class A Voting Common Stock," 100,000,000 shares of capital stock designated as "Class B Nonvoting Common Stock," and 100,000,000 shares of capital stock designated as "Preferred Stock." The designations and the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption of the shares of each class of stock are as follows:

**PREFERRED STOCK**

The Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more series. The description of shares of each series of Preferred Stock, including any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption shall be as set forth in resolutions adopted by the Board of Directors, and articles of amendment shall be filed with the Florida Department of State as required by law to be filed with

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respect to issuance of such Preferred Stock and, if and to the extent from time to time required by law, by filing articles of amendment which are effective without Shareholder action to increase or decrease the number of shares included in each series of Preferred Stock, but not below the number of shares then issued, and to set or change in any one or more respects the designations, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms and conditions of redemption relating to the shares of each such series. Notwithstanding the foregoing, the Board of Directors shall not be authorized to change the right of holders of the Class A Voting Common Stock of the Corporation to vote one vote per share on all matters submitted for shareholder action. The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, setting or changing the following:

(a) the annual dividend rate, if any, on shares of such series, the times of payment and the date from which dividends shall be accumulated, if dividends are to be cumulative;

(b) whether the shares of each series shall be redeemable and, if so, the redemption price and the terms and conditions of such redemption;

(c) the obligation, if any, of the Corporation to redeem shares of such series pursuant to a sinking fund;

(d) whether shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes and, if so, the terms and conditions of such conversion or exchange, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

(e) whether the shares of such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the extent of such voting rights;

(f) the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; and

(g) any other relative rights, powers, preferences, qualifications, limitations or restrictions thereof relating to such series.

The shares of Preferred Stock of any one series shall be identical with each other in all respects except as to the dates from and after which dividends thereon shall cumulate, if cumulative.

## COMMON STOCK

Subject to all of the rights of the Preferred Stock as expressly provided herein, by law or by the Board of Directors pursuant to this Article III, the Common Stock of the Corporation shall possess all such rights and privileges as are afforded to capital stock by applicable law in the absence of any express grant of rights or privileges in the Corporation's Articles of Incorporation, including, but not limited to, the following rights and privileges:

(a) dividends may be declared and paid or set apart for payment upon the Common Stock out of any assets or funds of the Corporation legally available for the payment of dividends;

(b) except as hereinafter provided with respect to voting powers, the Class A Voting Common Stock and the Class B Nonvoting Common Stock of the Corporation shall be identical in all respects;

(c) with respect to voting powers, except as otherwise required by the Florida Business Corporation Code, the holders of Class A Voting Common Stock shall possess all voting powers for all purposes, including by way of illustration and not of limitation the election of directors, with each share being entitled to one vote, and the holders of Class B Nonvoting Common Stock shall vote on or otherwise participate in any proceedings in which action shall be taken by the Corporation or the Shareholders thereof or be entitled to notification as to any meeting of the Board of Directors or the shareholders.

## ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

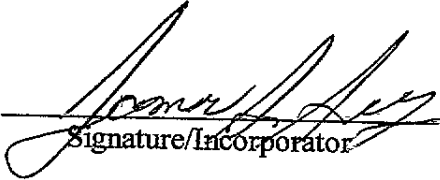
The name and Florida street address of the initial registered agent are:

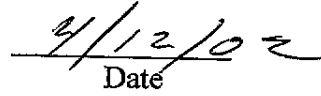
James Self  
C/O 1 Sandestin Estates Drive  
Destin, Florida, 32550

ARTICLE V INCORPORATOR

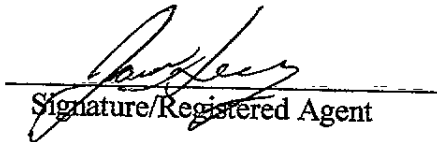
The name and address of the incorporator to these Articles of Incorporation are:

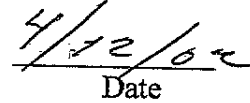
James Self  
C/O 1 Sandestin Estates Drive  
Destin, Florida 32550

  
Signature/Incorporator

  
Date

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 obligations of my position as registered agent.

  
Signature/Registered Agent

  
Date