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From-CARLTON FIELDS-ST.PETE

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Division of Corporations

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TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**Brandon Restaurant Group Holding Corporation**

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
BRANDON RESTAURANT GROUP HOLDING CORPORATION

The undersigned, for the purpose of forming a corporation (the "Corporation") under the provisions of Chapter 607 of the Florida Statutes, hereby agrees to the following:

ARTICLE I  
Name and Address

The name of the Corporation shall be BRANDON RESTAURANT GROUP HOLDING CORPORATION. The street and mailing addresses of the initial principal office of the Corporation shall be 200 Central Avenue, Suite 2300, St. Petersburg, Florida 33701.

ARTICLE II  
Purpose and Powers

Section 1. The Corporation is being formed for the purpose of engaging in any lawful activities or businesses for which corporations may be formed under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights, and privileges conferred on corporations under the laws of the State of Florida.

ARTICLE III  
Term of Existence

The Corporation shall have perpetual existence. Corporate existence shall commence on May 3, 2002, the date of execution and acknowledgement of these Articles of Incorporation, provided that these Articles of Incorporation are filed with the State of Florida Department of State within five (5) business days of such date. Otherwise, corporate existence shall commence on the date of filing of these Articles of Incorporation.

This instrument was prepared by:  
Nicole Forbes, Esquire  
Carlton Fields, P.A.  
One Progress Plaza  
200 Central Avenue, Suite 2300  
St. Petersburg, Florida 33701  
(727) 821-7000

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ARTICLE IV  
Capital Stock

The Corporation shall be authorized to issue one thousand, two hundred (1,200) shares of common stock having a par value of One and No/100ths Dollars (\$1.00) a share.

ARTICLE V  
Preemptive Rights Granted

Each shareholder of the Corporation shall have the first right to purchase shares of the Corporation, or securities convertible into such shares, of the same class, kind, or series as that which the shareholder already holds that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the Corporation, in the ratio that the number of shares each shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. Any such preemptive right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms, and conditions of the issuance of shares and inviting the shareholder to exercise its preemptive rights. This right also may be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE VI  
Board of Directors

Section 1. The business and affairs of the Corporation shall be managed by a board of directors, the members of which shall be hereinafter referred to as directors.

Section 2. The initial board of directors of the Corporation shall consist of one (1) director, whose name and address are as follows:

Name:

Address:

GREGORY D. MORRIS

2325 Ulmerton Road, Suite 20  
Clearwater, Florida 33762

Section 3. The number of directors shall be as provided in the bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the bylaws.

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## ARTICLE VII

### Bylaws

Section 1. The initial board of directors shall adopt the bylaws of the Corporation at a meeting of the initial board of directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend, or repeal the bylaws of the Corporation may be exercised by the board of directors or by the shareholders, in accordance with the provisions of the bylaws.

Section 3. Any bylaws adopted by the board of directors or the shareholders may be altered, amended, or repealed by the other group; provided, however, that any bylaws adopted by the shareholders may provide that such bylaws may be altered, amended, or repealed only by the shareholders.

## ARTICLE VIII

### Amendments

These Articles of Incorporation may be amended as provided in Chapter 607 of the Florida Statutes, as amended from time to time.

## ARTICLE IX

### Registered Office and Agent

Section 1. The street address of the initial registered office of the Corporation shall be 200 Central Avenue, Suite 2300, St. Petersburg, Florida 33701.

Section 2. The name of the initial registered agent of the Corporation at said initial registered office shall be Joel B. Giles, Esquire.

## ARTICLE X

### Incorporator

The name and address of the incorporator is:

Name:

Address:

JOEL B. GILES

CARLTON FIELDS, P.A.  
200 Central Avenue, Suite 2300  
St. Petersburg, Florida 33701

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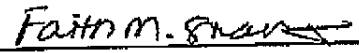
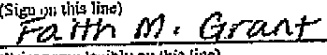
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IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 3<sup>rd</sup> day of May, 2002.

  
JOEL B. GILES

STATE OF FLORIDA                   )  
COUNTY OF PINELLAS            )

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of May, 2002, by JOEL B. GILES, who is personally known to me.

  
(Sign on this line)  
  
(Print name legibly on this line)

NOTARY PUBLIC, State of Florida  
COMMISSION NO. \_\_\_\_\_  
EXPIRATION DATE \_\_\_\_\_

(SEAL)



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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts his appointment and agrees to act as initial registered agent for service of process on BRANDON RESTAURANT GROUP HOLDING CORPORATION as provided in the foregoing Articles of Incorporation.

  
JOEL B. GILES

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