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02 JUN 27 PM 1:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 642507 7341939

AUTHORIZATION :

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ORDER DATE : June 27, 2002

ORDER TIME : 10:42 AM

ORDER NO. : 642507-005

CUSTOMER NO: 7341939

CUSTOMER: Leigh M. Fisher, Esq
Leigh M. Fisher, P.a.

P.o. Drawer 101465

Cape Coral, FL 33910

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DOMESTIC FILING

NAME: SAN-CAP RESTAURANT GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: _____

RECEIVED
02 JUN 27 PM 1:01
DIVISION OF REGISTRATION

ARTICLES OF INCORPORATION

OF

SAN-CAP RESTAURANT GROUP, INC.

FILED

02 JUN 27 PM 1:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is SAN-CAP RESTAURANT GROUP, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The amount of the Capital Stock of this corporation shall be One Thousand (1,000) SHARES at ONE DOLLAR (\$1.00) par value, which said stock shall be non-assessable to be held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. All of the Capital Stock shall be common stock.

ARTICLE V

The corporation shall commence business upon filing with the office of the Secretary of State.

ARTICLE VI

The principal place for the transaction of its business shall be 618 North Yachtsman Dr., Sanibel Island, Florida, 33957. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may by resolution designate.

ARTICLE VII

The corporation shall have a board of no less than one (1) director and the board may be increased to not more than four (4) directors. The number of directors each year may be determined by the shareholders at their annual meeting, or may be fixed by the By-Laws.

ARTICLE VIII

The officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Vice President, a Secretary, and a Treasurer and such other officers, agents and directors who shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the By Laws or determined by the Board of Directors. The names and post office addresses of the Officers and first Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

are elected and qualified following the first meeting of shareholders shall be:

PRESIDENT	ROBERT DE GENNARO 618 N. Yachtsman Dr. Sanibel Island, Florida 33957
VICE PRESIDENT	CATHERINE DE GENNARO 618 N. Yachtsman Dr. Sanibel Island, Florida 33957
TREASURER	ROBERT DE GENNARO Same as above
SECRETARY	CATHERINE DE GENNARO Same as above

ARTICLE IX

The name and address of the subscribers of these Articles of Incorporation with the amount of stock subscribed for and agreed to be taken is as follows:

ROBERT DE GENNARO 618 N. Yachtsman Dr. Sanibel Island, Florida, 33957	251 SHARES
CATHERINE DE GENNARO 618 N. Yachtsman Dr. Sanibel Island, Florida, 33957	250 SHARES

ARTICLE X

The Directors and officers shall be elected by a majority of the shareholders at their annual meeting which will be held at the principal office of the corporation, or at such other place as may be provided by the By-Laws, or may otherwise be agreed upon.

ARTICLE XI

The street address of the initial registered office of this corporation is 1505 SE 40th St., Suite B, Cape Coral, Florida 33904 and the initial registered agent of this corporation is Leigh M. Fisher.

ARTICLE XII

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

ARTICLE XIII

The initial By-Laws of this corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any By-Law adopted by the directors. The directors may not alter, amend or repeal any By-Law which would be in conflict with the By-Laws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinbefore mentioned, for the purpose of forming a corporation under the laws of the State of Florida, do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certify that the facts therein are true, and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set my hand and

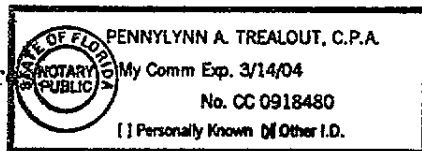
seal at Cape Coral, Florida this 26th day of June, 2002.

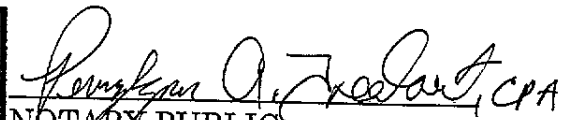

ROBERT DE GENNARO

STATE OF FLORIDA)
) SS
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 26th day of June, 2002, by **ROBERT DE GENNARO** who is () personally known to me or has (X) produced drivers license as identification and () did (X) did not take an oath.

My Commission Expires

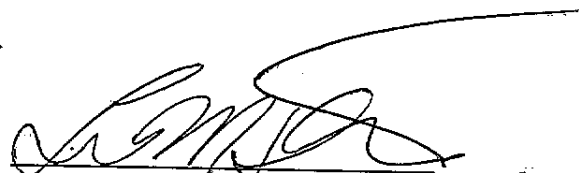



NOTARY PUBLIC

AGENT'S ACCEPTANCE

I **HEREBY** accept appointment as agent of SAN-CAP RESTAURANT GROUP, INC., a Florida Corporation, upon whom process, tax notice or demands may be served.

DATED this 26th day of June, 2002.


LEIGH M. FISHER, P. A.