

**Electronic Articles of Incorporation
For**

P02000081225
FILED
July 26, 2002
Sec. Of State

HOOTERS OF VERNON HILLS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

HOOTERS OF VERNON HILLS, INC.

Article II

The principal place of business address:

26133 U.S. HWY. 19 NORTH
SUITE 100
CLEARWATER, FL. US 33763

The mailing address of the corporation is:

26133 U.S. HWY. 19 NORTH
SUITE 100
CLEARWATER, FL. US 33763

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

10,000

Article V

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

NEIL G KIEFER
26133 U.S. HWY. 19 NORTH
SUITE 100
CLEARWATER, FL. 33763

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: NEIL G. KIEFER

Article VI

The name and address of the incorporator is:

NEIL G. KIEFER
26133 U.S. HWY. 19 NORTH, SUITE 100
CLEARWATER, FL 33763

Incorporator Signature: NEIL G. KIEFER

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P, D
NEIL G KIEFER
7296 BRYCE POINT
PINELLAS PARK, FL. 33782

Title: VP,D
GILBERT DI GIANNANTONIO
3717 WOODRIDGE PLACE
CLEARWATER, FL. 34684

Title: S,T
WILLIAM RANIERI
949 SKYE LANE
PALM HARBOR, FL. 34683

Title: D
EDWARD DROSTE
20 MIDWAY ISLAND
CLEARWATER, FL. 33767

Title: D
DENNIS JOHNSON
277 ABERDEEN STREET
DUNEDIN, FL. 34698