

Division of Corporations

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Florida Department of State
Division of Corporations
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Fax Number : (850)205-0341

From: Account Name : FILINGS, INC.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

BEDLAM ENTERPRISES, INC.

Certificate of Status	0
Certified Copy	0
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ARTICLES OF INCORPORATION

TO: DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
STATE OF FLORIDA

SECRET/STATE
TALLAHASSEE, FLORIDA

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ARTICLE I

The name of the corporation is BEDLAM ENTERPRISES, INC.

ARTICLE II

The address of its principal office in the State of Florida is 27 Fletcher Avenue, Sarasota, Florida 24237, and the name of its registered agent is DAVID FINKELSTEIN, whose address is 27 Fletcher Avenue, City of Sarasota, State of Florida 24237.

ARTICLE III

The purposes for which this corporation is formed are:

To develop, own, operate and maintain Sonic Drive-In restaurants in the State of Florida.

ARTICLE IV

1. The aggregate number of shares which the corporation shall have authority to issue is Authorized Shares Fifty Thousand, (50,000), which shall be designated as common stock, and each share shall have a par value of One Dollar (\$1.00).

2. Unless otherwise determined by the Board of Directors, no holder of stock of any class of the corporation shall, as such holder, have any pre-emptive right to subscribe for or to purchase:

(a) Any stock of any class now or hereafter authorized or any warrants, options or other instruments that shall confer upon the holders thereof the right to subscribe for, or purchase, or receive from the corporation any stock of any class which the corporation may issue or sell, whether or not the same shall be exchangeable for any stock of the corporation of any class; or

(b) Any obligation which the corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the capital stock of the corporation of any class or to which shall be attached or shall pertain to the holders of such obligations, warrants, options or other instruments, the right to subscribe for or purchase the stock of any class or classes now or hereafter authorized; and any stock, warrants, options or other obligations which may be offered for

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sale, sold and issued by the Board of Directors to any person, firm, corporation, or others upon such terms as the Directors in their absolute discretion may deem advisable.

(c) The corporation may not issue any additional shares of capital stock and no shareholder may transfer, assign or pledge any shares of the corporation's capital stock without the prior, written consent of Sonic Industries, Inc.

ARTICLE V

The amount of stated capital with which the corporation will begin business is One Thousand Two Hundred Dollars (\$1,200.00), which has been fully paid in.

ARTICLE VI

The name and address of the Incorporator is **DAVID FINKELSTEIN**, 27 Fletcher Avenue, City of Sarasota, State of Florida 34237.


DAVID FINKELSTEIN

ARTICLE VII

The corporation, before it shall begin business, shall allot One Thousand Two Hundred (1,200) shares of common stock and shall receive as consideration therefor cash or property with a fair market value of One Thousand Two Hundred Dollars (\$1,200.00).

ARTICLE VIII

The following provisions are inserted for the management of the business and for the conduct of the affairs of this corporation, and for the further definition, limitation and regulation of the powers of this corporation and of its directors and stockholders:

1. The number of directors of the corporation shall be such as from time to time shall be fixed by, or in the manner provided in the By-Laws of the corporation, but shall not be less than three (3). Election of the directors need not be by ballot unless the By-Laws so provide.

2. The Board of Directors shall have the power:

(a) Without the assent or vote of the stockholders, to make, alter, amend, change, and add to, or repeal the By-Laws of this corporation; to fix and vary the amount to be reserved for any proper purposes, to authorize and cause to be executed mortgages and liens upon any part of the

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property of the corporation; and to determine the use and disposition of any surplus of net profits and to fix the times for the declaration of payment of dividends.

(b) To determine from time to time whether, and under what conditions and regulations, the accounts and books of the corporation (other than the stock ledger) or any of them, shall be open to the inspection of the stockholders.

3. The directors, in their discretion, may submit any contract or act for approval or ratification at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the majority of the stock of the corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) and shall be valid and as binding upon the corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the corporation, whether or not the contract or act would otherwise be open to legal attack because of a director's interest, or for any other reason.

4. In addition to the powers and authorities hereinbefore set forth, or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation; subject, nevertheless, to the provisions of the Statutes of Florida, of these Articles, and any By-Laws from time to time made by the stockholders; provided, however, that no By-Laws so made shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been made.

ARTICLE IX

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer, or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any contract or transaction of this corporation or in which this corporation is interested; and no contract, act or transaction of this corporation with any persons, firm or association, shall be affected or invalidated by the fact that any director or directors of this corporation is a party, or are parties to, or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or association, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in any manner interested.

ARTICLE X

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The Board of Directors is expressly authorized to indemnify and advance litigation expenses to any and all officers, directors, employees and agents of the corporation to the full extent permitted by the Florida Business Corporation Act and all other laws of the State of Florida.

ARTICLE XI

Except upon the affirmative vote of the shareholders holding all the issued and outstanding shares of common stock, no amendment to the Articles of Incorporation may be adopted by the corporation which would impose personal liability for the debts of the corporation on the shareholders of the corporation or which would amend, alter, repeal or adopt any provision inconsistent with this Article XI.

ARTICLE XII

Subject to the limitations set forth in these Articles of Incorporation, the corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in a manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are granted subject to this reservation.

I, David Finkelstein, agree to accept service of process for Bedlam Enterprises, Inc.



DAVID FINKELSTEIN

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