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CO AMND/RESTATE/CORRECT OR O/D RESIGN

COACH'S RESTAURANT GROUP, INC.

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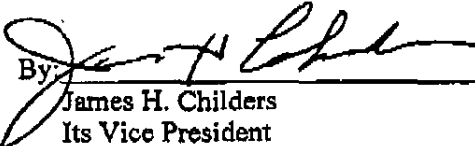
**CERTIFICATE ACCOMPANYING
AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
COACH'S RESTAURANT GROUP, INC.**

Pursuant to the provisions of Section 607.1003 and 607.1007 of the Florida Business Corporation Act (the "Act"), the undersigned corporation **COACH'S RESTAURANT GROUP, INC.** (the "Corporation"), a Florida corporation, certifies the following:

1. The name of the Corporation is Coach's Restaurant Group, Inc.
2. The Amended and Restated Articles of Incorporation attached hereto amend and restate the Corporation's Articles of Incorporation in their entirety.
3. The Amended and Restated Articles of Incorporation were adopted as of September 26, 2008.
4. The Amended and Restated Articles of Incorporation were adopted by the written consent of all of the members of the Board of Directors and a majority of the shareholders of the Corporation. The number of votes cast for the Amended and Restated Articles of Incorporation by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, an authorized officer of the Corporation has signed this Certificate as of September 26, 2008.

COACH'S RESTAURANT GROUP, INC.

By: 
James H. Childers
Its Vice President

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
COACH'S RESTAURANT GROUP, INC.**

Pursuant to the provisions of Sections 607.1001, 607.1003, and 607.1007 of the Florida Business Corporation Act (the "Act"), the undersigned corporation, **COACH'S RESTAURANT GROUP, INC.**, approves and adopts the following Amended and Restated Articles of Incorporation:

I.

Name

The name of the Corporation is **COACH'S RESTAURANT GROUP, INC.**

II.

Term of Existence

The corporation will have perpetual existence.

III.

Principal Office

The principal office of the Corporation is 3197 Merchants Row Boulevard, Suite 110, Tallahassee, FL 32311, and the mailing address of the Corporation is 8774 Dunblane Court, Tallahassee, FL 32312.

IV.

Nature of Business and Purposes

The Corporation is organized for the purpose of transacting any and all businesses permitted under the laws of the State of Florida.

V.

Capital Stock

The Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which will be designated Common Stock.

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VI.**Directors**

The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the Corporation will always have at least 1 director.

VII.**Registered Office and Agent**

The street address of the registered office of the Corporation is 3179 Merchants Row Boulevard, Suite 110, Tallahassee, FL 32311 and the name of its registered agent at such address is James H. Childers.

VIII.**Affiliated Transactions**

Pursuant to the provisions of 607.0901(5)(a) of the Act, the corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the corporation.

IX.**Control Share Acquisitions**

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

X.**Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

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XI.

Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

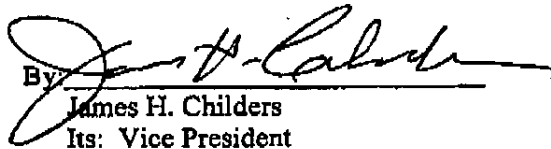
XII.

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, a duly elected officer of the Corporation has signed these Amended and Restated Articles of Incorporation as of September 26, 2008.

COACH'S RESTAURANT GROUP, INC.

By 
James H. Childers
Its: Vice President

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CERTIFICATE OF ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity, and I am familiar with and accept the obligations provided for in Section 607.0501(3), Florida Statutes.

Signature: 

James H. Childers
Registered Agent

Dated: September 26, 2008

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