

MAY-03-2005 10:57

DL MERGE US LLP

813 229 1447 P.01

POS05000064711

Florida Department of State
Division of Corporations
Public Access System

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
05 MAY -3 AM 9: 57

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000111996 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : PIPER MARBURY RUDNICK & WOLFE
Account Number : 076424002364
Phone : (813) 229-2111
Fax Number : (813) 229-1447

FLORIDA PROFIT CORPORATION OR P.A.

Greenville Fondue, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

[Electronic Filing Menu](#)

[Corporate Filing](#)

[Public Access Help](#)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
H05000111996
05 MAY -3 AM 9:57

**ARTICLES OF INCORPORATION
OF
GREENVILLE FONDUE, INC.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

**I.
Name**

The name of the Corporation is **Greenville Fondue, Inc.**

**II.
Term of Existence**

The date when corporate existence will commence is May 3, 2005 in accordance with Section 607.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

**III.
Principal Office**

The principal office and mailing address of the Corporation is 8810 Twin Lakes Boulevard, Tampa, Florida 33614.

**IV.
Capital Stock**

The Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, which will be designated Common Stock.

**V.
Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is c/o DLA Piper Rudnick Gray Cary US LLP, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is David A. Beyer.

**VI.
Directors**

The Corporation will have 3 directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, but the Corporation

H05000111996

will always have at least 1 director. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Michael M. Johnston	8810 Twin Lakes Boulevard Tampa, Florida 33614
Mark T. Johnston	8810 Twin Lakes Boulevard Tampa, Florida 33614
Robert P. Johnston	8810 Twin Lakes Boulevard Tampa, Florida 33614

VII.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
David A. Beyer	c/o DLA Piper Rudnick Gray Cary US LLP 101 East Kennedy Blvd., Suite 2000 Tampa, Florida 33602

VIII.
Affiliated Transactions

The Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions of Section 607.0901 of the Act. 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

The Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions of 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.

H05000111996

**X.
Bylaws**

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

**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, the undersigned incorporator has executed these Articles of Incorporation on May 3, 2005.




David A. Beyer, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I accept the appointment as Registered Agent of the Corporation to accept service of process on its behalf, at the place designated in these Articles of Incorporation. I am familiar with, and accept, the obligations of my position as registered agent as provided for in the Act

Dated: May 3, 2005.



DAVID A. BEYER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
05 MAY -3 AM 9:59