

P0600000/0108

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

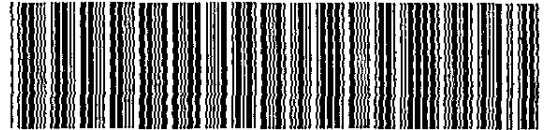
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700063951757

01/18/06--01050--001 \*\*70.00

06 JAN 19 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

LAW OFFICES  
**McGEE & OXFORD, LLP**

2200 TOWER PLACE  
3340 PEACHTREE ROAD, N.E.  
ATLANTA, GEORGIA 30326

JAMES J. BRISSETTE  
DONALD L. COOK, JR.  
JAMES B. CREW, JR.  
HEATHER L. DURHAM  
TIMOTHY M. HALLIGAN  
PEARCE D. HARDWICK  
P. JOSEPH MCGEE  
STANLEY P. MEYERSON  
CLIFFORD OXFORD  
JACK A. WOTTON

E-MAIL: [mgeeoxford@mindspring.com](mailto:mgeeoxford@mindspring.com)

TELEPHONE (404) 231-1935

TELECOPIER (404) 365-7079

January 17, 2006

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Dear Sir or Madam:

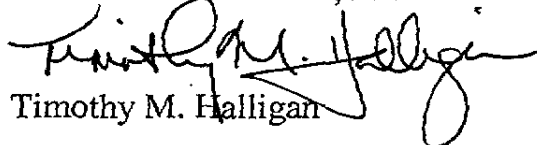
In connection with the organization of **DYNAMICALLY  
MANAGED RESTAURANTS, INC.**, I am enclosing the following items:

1. An original and one copy of the Articles of Incorporation.
2. A check payable to the "Florida Department of State" in the amount of \$70.00 in payment of the filing fee for the enclosed Articles of Incorporation.

If the enclosed items appear to be in order, please issue a Certificate of Incorporation and mail the Certificate and the stamped copy of the Articles of Incorporation to my attention once it has been processed. Thank you very much for your assistance.

Sincerely yours,

MCGEE & OXFORD, LLP

  
Timothy M. Halligan

Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**DYNAMICALLY MANAGED RESTAURANTS, INC.**

FILED  
06 JAN 18 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I.

The name of the corporation is **DYNAMICALLY MANAGED RESTAURANTS, INC.** (the "Corporation" hereafter).

II.

The Corporation shall have the authority to issue not more than 10,000 shares of common stock with a \$1.00 per share par value.

III.

In addition to the powers to make distributions and purchase its own shares conferred generally by law, the Corporation shall have the power to make distributions to its shareholders out of its capital surplus and to purchase the Corporation's own shares out of its unreserved and unrestricted capital surplus.

IV.

The street address and county of the initial registered office of the Corporation shall be 1022 Barcarmil Way; Naples, Collier County, Florida 34110. The initial registered agent of the Corporation at such address shall be Michael V. Check.

VI.

The mailing address of the initial principal office of the Corporation is 1022 Barcarmil Way; Naples, Florida 34110.

VII.

The name and address of the Incorporator are as follows:

ARTICLES OF INCORPORATION  
DYNAMICALLY MANAGED RESTAURANTS, INC.

Timothy M. Halligan, Esq.

McGee & Oxford, LLP  
3340 Peachtree Road, N.E.  
Suite 2800, Tower Place  
Atlanta, Georgia 30326

VIII.

Any action required by law to be taken at a meeting of the shareholders of the Corporation or any action which may be taken at a meeting of the shareholders may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by (a) persons who would be entitled to vote at a meeting all of the shares entitled to vote with respect to the subject matter thereof, or (b) persons who would be entitled to vote at a meeting those shares having voting power to cast not less than a majority of the votes, which would otherwise be necessary to authorize or take such action at a meeting at which all shares entitled to vote were present and voted; provided, however, that action by less than unanimous written consent may not be taken with respect to any election of directors as to which shareholders would be entitled to cumulative voting. Notice shall be given within ten days of the taking of corporate action without a meeting by less than unanimous written consent to those shareholders on the record date whose shares were not represented on the written consent. For purposes of a written consent by the shareholders, the record date shall be the last date when the consent is first executed and action shall be deemed taken when executed by the last necessary signature. No consent shall be valid unless the consenting shareholder has been furnished the same material that would otherwise be required to be sent to a shareholder in a notice of a meeting at which the proposed action would have been submitted to the shareholders for action, or unless the written consent contains an express waiver of the consenting shareholder's right to receive such material.

Registered Agent's Acceptance of Appointment


Having been named as registered agent to accept service of process for the above-identified corporation at the place designated in this certificate, I am

ARTICLES OF INCORPORATION  
DYNAMICALLY MANAGED RESTAURANTS, INC.

familiar with and accept appointment as registered agent and agree to act in this capacity.

  
**MICHAEL V. CHEEK**  
Registered Agent

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation this 16<sup>th</sup> day of January, 2006.

  
**TIMOTHY M. HALLIGAN**  
Incorporator

McGee & Oxford, LLP  
3340 Peachtree Road, N.E.  
Suite 2800, Tower Place  
Atlanta, GA 30326  
(404) 231-1935