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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Hooters Management Land Co.**

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Certified Copy	1
Page Count	01
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Electronic Filing Menu

Corporate Filing Menu

Help

AUDIT NO. H08000052230 3

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
HOOTERS MANAGEMENT LAND CO.**

Pursuant to Sections 607.0201 and 607.0202 of the Florida Business Corporation Act, the undersigned incorporator hereby files the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the Corporation is Hooters Management Land Co. (the "Corporation").

**ARTICLE II**

**Initial Principal Office and Mailing Address**

The Corporation's initial principal office and mailing address is: 107 Hampton Road, Suite 200, Clearwater, Florida 33759.

**ARTICLE III**

**Purpose**

The purpose for which the Corporation is organized is to engage in any lawful act, activity, or business permitted under the laws of the State of Florida.

**ARTICLE IV**

**Shares**

The Corporation is authorized to issue One Thousand (1,000) shares of Common Stock, no par value per share.

**ARTICLE V**

**Initial Directors**

The name and address of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Neil G. Kiefer	7296 Bryce Point Pinellas Park, FL 33782
Gilbert DiGiannantonio	3717 Woodridge Place Palm Harbor, FL 34684
William Ranieri	949 Skye Lane Palm Harbor, FL 34683
Edward C. Droste	20 Midway Island Clearwater, FL 33767

AUDIT NO. H08000052230 3

Dennis D. Johnson

277 Aberdeen Street  
Dunedin, FL 34698

**ARTICLE VI**  
**Initial Registered Agent and Office**

The street address of the Corporation's initial registered office is 4221 West Boy Scout Boulevard, Suite 1000, Tampa, Florida 33607, and the name of the Corporation's initial registered agent at that office is CFRA, LLC.

**ARTICLE VII**  
**Incorporator**

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
David P. Burke	4221 West Boy Scout Boulevard Suite 1000 Tampa, Florida 33607

**[Signatures on the Following Pages]**

AUDIT NO. H08000052230 3

Dated this 28<sup>th</sup> day of February, 2008.

A handwritten signature in black ink, appearing to read "D. Burke", written over a horizontal line.

Name: David P. Burke

Title: Incorporator

AUDIT NO. H08000052230 3

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the duties and obligations of its position as registered agent.

Dated this 28<sup>th</sup> day of February, 2008.

**CFRA, LLC**  
a Florida limited liability company

By: 

David P. Burke

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