

#### Florida Department of State

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FLORIDA PROFIT/NON PROFIT CORPORATION

Hooters Management Land Co.

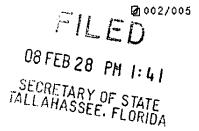
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Electronic Filing Menu

Corporate Filing Menu

Help

2/28/2008



# 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:

Name	Address
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

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:

Name

Address

David P. Burke

4221 West Boy Scout Boulevard Suite 1000 Tampa, Florida 33607

[Signatures on the Following Pages]

Dated this 28 day of February, 2008.

Name: David P. Burke Title: Incorporator

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ACCEPTANCE BY REGISTERED AGENT

SECRETARY OF STATE

Having been named as registered agent and to accept service of process for the Corporation IDA 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 day of February

CFRA, LLC

a Florida limited liability company

David P. Burke