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(Requestor's Name)

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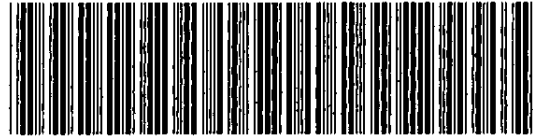
(Business Entity Name)

(Document Number)

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

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8/7/08

ALLENDER



ALLENDER

Jerry W. Allender, Esq.  
jallender@allenderlaw.com

Steven C. Allender, Esq.  
sallender@allenderlaw.com

August 6, 2008

**Via Federal Express**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**RE: Rounders Bar & Grill, Inc.**

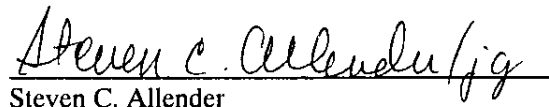
Gentlemen:

I enclose Articles of Incorporation and Certificate Designating Place of Business or Domicile for Service of Process Within this State, Naming Agent Upon Whom Process may be Served on the above named corporation. Also enclosed is my check to cover the following costs:

Filing Fee	\$35.00
Certificate of Registered Agent	35.00
Certified Copy of Articles and Certificate of Status	<u>17.50</u>
<b>TOTAL</b>	<b>\$87.50</b>

Please return the certified copy to the undersigned in the enclosed pre-paid Federal Express envelope.

Very truly yours,

  
Steven C. Allender

SCA:jg  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
ROUNDERS BAR & GRILL, INC.**

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I.  
NAME**

The name of this corporation is: **ROUNDERS BAR & GRILL, INC.**

**ARTICLE II.  
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is:

(a) To engage in the operation, conduct and management of a liquor license for the sale of beer, wine, distilled spirits, and sundry merchandise, and other allied business.

(b) To operate, conduct, manage, maintain and carry on a restaurant, bar, tavern and night club business; to buy, sell, lease or otherwise dispose of, and to operate, conduct, furnish, equip and manage restaurant(s), eating house, tavern, bar, night club or places of entertainment, and generally do and perform everything necessary for carrying out the aforementioned purposes. To buy, or otherwise acquire, manufacture, market, prepare, sell, deal in, deal with, import, and export food and food products of every class and description, fresh, canned, preserved or otherwise, and to prepare and serve food, beverages, alcoholic and nonalcoholic, and other preparations and refreshments of all kinds.

(c) To engage in any commercial, industrial, and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Florida;

To generally engage in, do, and perform, any enterprise, act, or vocation that a natural person might or could do or perform;

To engage in the sale, purchase, importing, and exporting of merchandise and personal property of all manner and description, to act as agents for the purchase, sale, and handling of goods, wares, and merchandise of any and all types and descriptions for the account of the corporation or as factor, agent, procurer, or otherwise for or on behalf of another.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure payment of corporate indebtedness as required;

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(e) The purposes specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

The foregoing paragraphs shall be construed as enumeration both objects and powers of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

### ARTICLE III. CAPITAL STOCK

The maximum shares of stock of the corporation authorized to be outstanding at any time is **1000** shares of common stock, having a par value of **\$1.00** per share.

### ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is Five Hundred Dollars (\$500.00).

### ARTICLE V. TERM OF EXISTENCE

The term of existence of this corporation shall be perpetual.

### ARTICLE VI. ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of this corporation is **2204 S. Washington Avenue, Titusville, Florida 32780** and the mailing address is the same.

### ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **823 Cheney Highway, Titusville, Florida 32780** and the initial registered agent of this corporation at that address is **Donald D. Cook**.

ARTICLE VIII.  
DIRECTORS

This corporation shall have at least one (1) but no more than six (6) directors, initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE IX.  
INITIAL DIRECTORS

The name and post office address of the first Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
<b>Donald D. Cook</b>	<b>823 Cheney Highway Titusville, FL 32780</b>
<b>Clint N. Griffin</b>	<b>5553 Kathy Drive Titusville, FL 32780</b>
<b>Thomas D. Murray, Jr.</b>	<b>973 Macco Road Cocoa, FL 32927</b>

ARTICLE X.  
SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation and the number of shares of stock each agrees to take are:

Name	Address	Shares
<b>Donald D. Cook</b>	<b>823 Cheney Highway Titusville, FL 32780</b>	<b>100</b>
<b>Clint N. Griffin</b>	<b>5553 Kathy Drive Titusville, FL 32780</b>	<b>100</b>
<b>Thomas D. Murray, Jr.</b>	<b>973 Macco Road Cocoa, FL 32927</b>	<b>100</b>

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE XI.

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

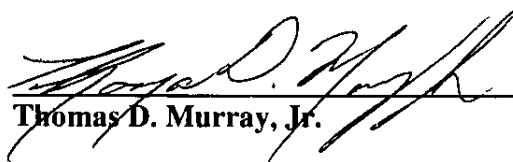
IN WITNESS WHEREOF, we have hereunto set our hands and seals at Titusville, Florida, this 4<sup>th</sup> day of August, 2008.



Donald D. Cook



Clint N. Griffin

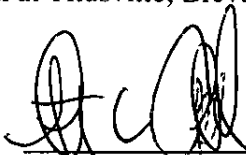


Thomas D. Murray, Jr.

STATE OF FLORIDA )  
COUNTY OF BREVARD )

BEFORE ME, the undersigned authority, personally appeared **Donald D. Cook, Clint N. Griffin and Thomas D. Murray, Jr.** to me well known and known to me to be the persons described in and who signed the foregoing Articles of Incorporation, and who acknowledged before me under oath that they signed the same freely and voluntarily for the uses and purposes therein expressed, and who produced a driver's license as identification.

WITNESS my hand and official seal at Titusville, Brevard County, Florida, this 4<sup>th</sup> day of August, 2008.



Notary Public, State of Florida  
My Commission Expires:



**Steven C. Allender**  
Commission # DD518315  
Expires February 25, 2010  
Bonded Troy Fam - Insurance, Inc. 800-385-7019

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That **ROUNDERS BAR & GRILL, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at **2204 S. Washington Avenue, City of Titusville, County of Brevard, State of Florida** has named **DONALD D. COOK, 823 Cheney Highway, Titusville, Florida 32780**, as its agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, and place designated in the Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

SIGNED this 4<sup>th</sup> day of August, 2008.



\_\_\_\_\_  
**DONALD D. COOK**  
Resident Agent

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