

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32310  
904 222 9171  
904 222 0193 FAX

**CSO networks**

MAIL TO  
P.O. Box 5828  
TALLAHASSEE, FL 32314

ACCOUNT NO : 07 100000001

REFERENCE : 526703 00222A

AUTHORIZATION :

*Patricia Pizito*

CREDIT LIMIT : \$ 122.50

ORDER DATE : January 18, 1995

ORDER TIME : 10:44 AM

ORDER NO. : 526703

CUSTOMER NO: 00222A

CUSTOMER: A.M. Foster, Inc., Esq  
COGGIN EIGHTEEN INVESTMENT  
CORPORATION  
Suite 200  
7400 Baymeadows Way  
Jacksonville, FL 32256

DOMESTIC FILING

NAME: C & P FOOD CORP.

XX ARTICLE OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AT PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF NON-EXISTENCE

ONLY A PERSON, AND NOT A FIRM, IS  
EXAMINED IN FLA

FILED  
95 JAN 19 7 31  
TALLAHASSEE, FL

14

ARTICLES OF INCORPORATION  
OF  
C & P FOOD CORP.

FILED  
95 JAN 19 '74

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

I.

The name of this corporation is: C & P FOOD CORP.

II.

The general nature of the business to be transacted by this corporation is: to acquire, own, manage and operate a restaurant to be known as TGI Friday's located at 9150 Baymeadows Road, Jacksonville, Florida 32216, to mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description, to lend money, to purchase or otherwise deal in commercial paper, including retail installment paper, and to do all things which could be done by a corporation for profit under the laws of Florida to the extent necessary and desirable in connection with such restaurant ownership and operation. This corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

III.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Two Thousand (2,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share.

IV.

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

V.

This Corporation is to exist perpetually. Corporate existence shall begin on the date of issuance of the Corporate charter.

VI.

The initial post office address of the principal office of this corporation in the State of Florida is 7400 Baymeadows Way, Suite 200, Jacksonville, Florida, 32256. The Board of Directors may from time to time move the principal office to any other address in Florida.

VII.

This corporation shall have two (2) Directors initially. The number of Directors may be increased from time to time by the stockholders, but shall never be less than two.

VIII.

The names and post office addresses of the members of the first Board of Directors are:

Luther Coggin	7400 Baymeadows Way, Ste. 200
Charlie (C.B.) Tomm	Jacksonville, Florida 32256
David Potts	
Nancy D. Noble, Secretary	

The names of the officers of this corporation, who shall hold office for the first year of existence of this corporation or until their successors are elected and have qualified (whose post office addresses are stated above) are as follows:

Luther Coggin	President and Chairman
Charlie (C.B.) Tomm	Vice President
David Potts	Vice President/Asst. Secretary
Nancy D. Noble	Secretary

IX.

The names and post office addresses of each subscriber of these Articles of Incorporation, and the number of shares of stock which each agrees to take, are as follows:

Charlie (C.B.) Tomm	500 Shares
7400 Baymeadows Way, Ste. 200	
Jacksonville, Florida, 32256	


X.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' 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.

XI.

By-Laws of the corporation may be adopted, amended or repealed by the Board of Directors.

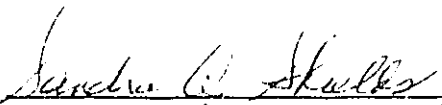
IN WITNESS WHEREOF, the undersigned, being all mature persons competent to contract, have made and subscribed these Articles of Incorporation, at Jacksonville, Florida, this 17<sup>th</sup> day of January, 1995, for the uses and purposes aforesaid.

  
\_\_\_\_\_  
Charlie (C.B.) Tomm

STATE OF FLORIDA  
COUNTY OF DUVAL

I HEREBY CERTIFY that on this 17<sup>th</sup> day of January, 1995, before me, a Notary Public, duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Charlie (C.B.) Tomm to me well known and known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me, under oath, that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid.

  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXPIRES 12/31/98  
BONDED THRU GENERAL INV. UNDER

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

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Pursuant to Chapter 48.091, Florida Statutes, the following is  
submitted, in compliance with said Act:

C & P FOOD CORP. , wishing to organize as a corporation under  
the laws of the State of Florida with its principal office, as  
indicated in the Articles of Incorporation at City of Jacksonville,  
County of Duval, State of Florida, has named Luther Coggin, 7400  
Baymeadows Way, Suite 200, Jacksonville, Florida, 32256, as its  
agent to accept service of process within this State.

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

By: 

Luther Coggin

(Registered Agent)



Automotive Group

November 8, 1996

P95000004560

COGGIN MANAGEMENT COMPANY  
Jacksonville, FL

COGGIN AUTOMOTIVE CORP.  
Jacksonville, FL

COGGIN PONTIAC-GMC TRUCK  
Jacksonville, FL

COGGIN NISSAN  
Jacksonville, FL

COGGIN HONDA  
Jacksonville, FL

COGGIN ACURA  
Jacksonville, FL

SATURN OF REGENCY  
Jacksonville, FL

SATURN OF ORANGE PARK  
Jacksonville, FL

SATURN OF THE AVENUES  
Jacksonville, FL

COGGIN KIA  
Jacksonville, FL

COGGIN MERCEDES-BENZ  
HONDA/BMW  
FL Pierce, FL

COGGIN-ANDREWS HONDA  
Orlando, FL

BAYWAY FINANCIAL SERVICES  
Jacksonville, FL

HOLIDAY INN-BAYMEADOWS  
Jacksonville, FL

T.G.I. FRIDAY'S  
Jacksonville, FL

Mr. Buck Kohr  
Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

RE: CORPORATION ADDRESS CHANGES

Dear Mr. Kohr:

Enclosed is our check for \$805.00 to cover the \$35.00 charge for each of the twenty-three (23) Form CR2E045(1/95) which are enclosed.

We trust this is acceptable rather than submitting a separate check for each request.

If anything further is required in order to change our records, please give me a call.

Many thanks for your help.

Sincerely,

*Wilma S. Gallagher*  
Wilma S. Gallagher  
Vice President &  
Chief Administrative Officer

Enclosures

RECEIVED  
56 NOV 21 AM 10:29  
DIVISION OF CORPORATIONS

96 NOV 21 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

12/4

*for R.O. change*

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

1. The name of the corporation is: C & P Food Corp

2. The mailing address of the corporation is : P. O. BOX 16469, JACKSONVILLE, FLORIDA 32245

3. Date of incorporation/qualification: 1-18-25 Document number: P95000004560

4. The name and address of the current registered agent and office:

Luther Caggin  
7400 baymeadows way, suite 200  
JACKSONVILLE, FLORIDA 32256

5. The name and address of the new registered agent and office: (P.O. Box Not Accepted)

Same - did Not Change  
4306 PABLO OAKS COURT  
JACKSONVILLE, FLORIDA 32224

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

William A. Gallagher 11-14-96  
(Signature of an officer, chairman or vice chairman of the board) (Date)

WILMA S. GALLAGHER, SECRETARY  
(Printed or typed name and title)

*Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.*

(Signature of Registered Agent)

11-14-96  
(Date)

**If signing on behalf of an entity:**

(Typed or Printed Name)

(Capacity)

P95000004560



FILED  
97 APR -4 PH 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 319346 99222A  
AUTHORIZATION : Patricia Pizant  
COST LIMIT : \$ 87.50

ORDER DATE : April 4, 1997

ORDER TIME : 11:29 AM

ORDER NO. : 319346-035

CUSTOMER NO: 99222A

600002133826--8

CUSTOMER: Ms. Wilma Gallagher  
Coggin-o'steen Investment  
4306 Pablo Oaks Court

Jacksonville, FL 32224

DOMESTIC AMENDMENT FILING

NAME: C & P FOOD CORP.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
97 APR -4, PM 12:12  
DIVISION OF CORPORATION

Amendment  
4/4/97  
De



ARTICLES OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION  
OF  
C & P FOOD CORP.

FILED  
97 APR -4 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A. The name of this Corporation is C & P Food Corp.

B. Resolutions were adopted on December 2, 1996, by the sole shareholder of this Corporation to amend the Articles of Incorporation of this Corporation in their entirety, so that after amendment, the Articles of Incorporation read as follows:

"ARTICLE I - NAME

The name of this Corporation is C & P Food Corp.

ARTICLE II - PRINCIPAL OFFICE

The street address of the principal place of business and mailing address of this Corporation are 4306 Pablo Oaks Court, Jacksonville, Florida 32224.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of voting common stock with a par value of \$1.00 per share.

ARTICLE IV - REGISTERED AGENT AND ADDRESS

The name and address of the registered agent are Luther Coggin, 4306 Pablo Oaks Court, Jacksonville, Florida 32224.

ARTICLE V - INDEMNIFICATION

Directors, officers, employees and agents of this Corporation shall be indemnified to the fullest extent permitted by Florida law.

ARTICLE VI - BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and may from time to time modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

#### ARTICLE VII - AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law."

There are no other amendments to the Articles of Incorporation, except as stated above.

C. The shareholders of this Corporation were entitled to vote on this amendment, and the number of votes cast for the amendment was sufficient for approval by the shareholders.

IN WITNESS WHEREOF, C & P Food Corp. has caused these Articles of Amendment to the Articles of Incorporation to be signed in its name by its Executive Vice-President this 11/21 day of January, 1997.

C & P FOOD CORP.

By: 

Charles B. Tomm  
Executive Vice-President