

P95000009160

MACFARLANE AUSLEY FERGUSON & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 NORTHERN ALBANY STREET
P.O. BOX 1000 (201) 440-7711
TALLAHASSEE, FLORIDA 32301
(904) 441-0000 FAX (904) 441-0000

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P.O. BOX 1000 (201) 440-7711
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P.O. BOX 1000 (201) 440-7711
TAMPA, FLORIDA 33602
(813) 275-4200 FAX (813) 275-4300

January 23, 1995

RECEIVED BY
Clearwater

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32301

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Re: GERVAIS MEDITERRANEAN GRILL, INC.


Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the referenced corporation, together with our check in the amount of \$122.50 representing the require filing fees (\$35 filing fees; \$52.50 certified copy and \$35 registered agent).

If you have any questions, please do not hesitate to contact me; absent hearing from you, please return the appropriate confirmation that the articles have been properly filed with the Secretary of State.

Thank you for your cooperation in this regard.

Sincerely yours,


Harry S. Cline

HSC:koh
Enclosures

cc: Mr. and Mrs. Gervais Henric (w/enc.)

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SECRET
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ARTICLES OF INCORPORATION
OF
GERVAIS MEDITERRANEAN GRILL, INC.

FILED
95 JAN 31 AM 10 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Address

The name of this corporation is GERVAIS MEDITERRANEAN GRILL, INC., whose place of business is located at 2717 Seville Boulevard, #7208, Clearwater, FL 34624.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares at One Dollar(s) (\$1.00) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is HARRY S. CLINE and the name of the initial registered agent of this corporation at that address is 400 Cleveland Street, Suite 800, Clearwater, FL 34615.

ARTICLE VI

Initial Board of Directors and Officers

This corporation shall have two (2) director(s) and/or officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Gervais Henric	2717 Seville Boulevard #7208 Clearwater, FL 34624	President/Director
Mary Lou Henric	2717 Seville Boulevard #7208 Clearwater, FL 34624	VP/Sec/Treas/ Director

ARTICLE VII

Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
Harry S. Cline	400 Cleveland Street Suite 800 Clearwater, FL 34615

ARTICLE VIII

Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE X

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XI

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII

Cumulative Voting

At each election for directors, every shareholder entitled to vote at such elections shall have the right to cumulate his votes

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MACFARLANE AUSLEY FERGUSON & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

404 E. E. V. L. A. N. D. S. T. R. E. E. T.
P. O. B. O. X. 1000, CLEARWATER, FLORIDA 34615
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222 S. E. 10th Avenue, Suite 1000
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111 S. E. 10th Avenue, Suite 1000
P. O. B. O. X. 1000, CLEARWATER, FLORIDA 34615
TEL. 441-1000 FAX 441-1000

October 20, 1995

RECEIVED TO
Clearwater

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10/26/95--01058--002
*****70.00 *****70.00

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32301

Re: ARTICLES OF MERGER / GERVAIS RESTAURANT OF
PARK AVENUE, INC. into GERVAIS MEDITERRANEAN
GRILL, INC.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Merger for the referenced corporation, together with our check in the amount of \$70 representing the required filing fees.

If you have any questions, please do not hesitate to contact me; absent hearing from you, please return the appropriate confirmation that the articles have been properly filed with the Secretary of State.

Thank you for your cooperation in this regard.

Sincerely yours,

Harry S. Cline
Harry S. Cline

HSC:koh
Enclosures

cc: Gervais Mediterranean Grill, Inc.

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Morgan

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

GERVAIS RESTAURANT OF PARK AVENUE, INC., a California corporation not
qualified in Florida

INTO

GERVAIS MEDITERRANEAN GRILL, INC., a Florida corporation,
P95000009160.

File date: November 2, 1995

Corporate Specialist: Steven Harris

ARTICLES AND PLAN OF MERGER
MERGER OF GERVAIS RESTAURANT OF PARK AVENUE, INC.
INTO GERVAIS MEDITERRANEAN GRILL, INC.

The undersigned corporations, in accordance with §607.1101, Florida Statutes, and §607.1107, Florida Statutes, hereby adopt the following Articles and Plan of Merger:

ARTICLE 1. The parties hereto agree to effect this Merger.

ARTICLE 2. The name of each corporation planning to merge is: GERVAIS RESTAURANT OF PARK AVENUE, INC., a California corporation (hereinafter referred to as "Restaurant"), shall merge into GERVAIS MEDITERRANEAN GRILL, INC., a Florida corporation (hereinafter referred to as "Grill"). The surviving corporation shall be GERVAIS MEDITERRANEAN GRILL, INC., a Florida corporation (the "Surviving Corporation").

ARTICLE 3. No amendment to the charter of the surviving corporation is to be effected as part of the Merger.

ARTICLE 4. The total number of shares of stock of all classes which the parties hereto have authority to issue is as follows:

<u>CORPORATION</u>	<u>CLASS OF STOCK</u>	<u>NUMBER OF SHARES AUTHORIZED</u>
Restaurant	Common (without par value)	100,000
Grill	Common (\$1.00 par value)	7,500

ARTICLE 5. The manner and basis of exchanging and converting the issued stock of Restaurant is as follows: each share of issued and outstanding Common Stock of Restaurant shall be converted into .1 shares of Common Stock of Grill. Upon the surrender of certificates representing shares of Restaurant stock by holders thereof, certificates for the appropriate number of shares of Grill shall be issued in exchange by Grill. Shares of Grill outstanding at the

date of this Merger shall not be converted or exchanged but shall remain outstanding as shares of Common Stock of the Surviving Corporation.

ARTICLE 6. These Articles and Plan of Merger were duly adopted and approved by the Boards of Directors and Stockholders of both Restaurant and Grill, respectively, in each case by Written Consent of all Directors and all Stockholders in lieu of a special joint meeting, which consent was effective the 27 day of March, 1995, in the manner and by the vote required by the laws of the State of California and State of Florida.

ARTICLE 7. The Plan of Merger is as follows

7.1 The Articles of Incorporation of Grill, as in effect on the effective date of the Merger, shall continue in full force and effect as the Articles of Incorporation of Grill and shall not be changed or amended by this Merger. Such Articles shall remain the Articles of Grill until altered, amended or repealed in accordance with the provisions of said Articles, or in the manner permitted by the applicable provisions of law.

7.2 The Bylaws of Grill, as such Bylaws exist on the effective date of this Merger, shall remain and be the Bylaws of Grill until altered, amended or repealed or until new Bylaws shall be adopted in accordance with the terms thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

7.3 The Directors of Grill as of the effective date of the Merger shall continue in office until the next annual meeting of the Stockholders of Grill. The officers of Grill shall likewise

continue to serve and shall constitute the officers of the Surviving Corporation.

7.4 On the effective date of the Merger, the separate existence of Restaurant shall cease, except to the extent continued by statute, and all of its property, rights, privileges and franchises, of whatsoever nature and description, shall be transferred to, vest in, and evolve upon the Surviving Corporation without further act or deed. Confirmatory deeds, assignments or other like instruments, when deemed desirable by Grill to evidence such transfer, vesting or devolution of any property right, privilege or franchise shall at any time, or from time to time, be made and delivered in the name of Restaurant by the last acting officers thereof, or by the corresponding officers of the Surviving Corporation.

7.5 Restaurant represents and warrants that the Merger is permitted by the laws of the State of California, under which it has heretofore been incorporated

7.6 The effective date of the Merger shall be the date when these Articles and Plan of Merger are accepted for record by the State of Florida.

IN WITNESS WHEREOF, the parties hereto have set their hands and seals this 22 day of May, 1995.

In the Presence of:

GERVAIS RESTAURANT OF PARK
AVENUE, INC.

By: May Lou Hemin (SEAL)

As to "Restaurant"

GERVAIS MEDITERRANEAN GRILL,
INC.

By: Mary Lou Henne (SEAL)

As to "Grill"

STATE OF Florida
COUNTY OF Pinellas

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Mary Lou Henne as Vice President of GERVAIS RESTAURANT OF PARK AVENUE, INC., a California corporation, to me personally known to be the individual described in and who executed the foregoing instrument or who has produced CA Powerhouse as identification and who did take an oath and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, FL, said County and State, this 22 day of Aug, 1995.

Joseph M. Pugliano
Notary Public
Print Name: _____
My Commission Expires: _____



NOTARY PUBLIC
STATE OF FLORIDA
CC#178336
JOSEPH M. PUGLIANO
COMMISSION EXPIRES FEB. 14, 1996

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Mary Lou Henne as Vice President of GERVAIS MEDITERRANEAN GRILL, INC., a Florida corporation, to me personally known to be the individual described in and who executed the foregoing instrument or who has produced CA Powerhouse as identification and who did take an oath and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 22 day of Aug, 1995.

Joseph M. Pugliano
Notary Public
Print Name: _____
My Commission Expires: _____



NOTARY PUBLIC
STATE OF FLORIDA
CC#178336
JOSEPH M. PUGLIANO
MY COMMISSION EXPIRES FEB. 14, 1996