

PP5000019183

March 6, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

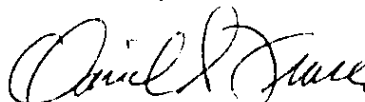
Re: The Palmer Roadhouse, Inc.

Gentleman:

Enclosed, please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for the Registered Agent Designation for the above named corporation.

Sincerely,


David S. Fraser

The Palmer Roadhouse, Inc.
5520 Palmer Blvd.
Sarasota, FL 34232

(813) 377-2748

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF THE PALMER ROADHOUSE, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

Article I - CORPORATE NAME

The name of the corporation is: The Palmer Roadhouse, Inc.

Article II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

Article III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

Article IV - CAPITAL STOCK

The corporation is authorized to issue five hundred (500) shares of one dollar (\$1) per value Common Stock, which shall be designated "Common Shares."

Article V - INITIAL REGISTERED OFFICE AND AGENT

The principal office and mailing address of the corporation is:

The Palmer Roadhouse, Inc.
5500 Palmer Blvd.
Sarasota, FL 34236

The name and street address of the Initial Registered Agent is:

David Fraser
5500 Palmer Blvd.
Sarasota, FL 34236

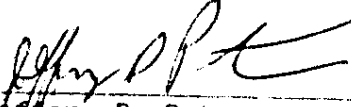
ARTICLE VI - INITIAL BOARD OF DIRECTORS

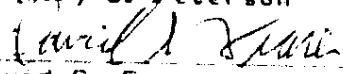
This corporation shall have two directors initially. The number of directors may increase or diminish from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors are:

Jeffery B. Peterson
870 Dahl Ave.
Sarasota, FL 34236

David B. Fraser
5500 Palmer Blvd.
Sarasota, FL 34236

IN WITNESS WHEREOF, the undersigned subscribers have executed Articles of Incorporation this sixth DAY of March, 1995.


Jeffery D. Peterson


David S. Fraser

STATE OF FLORIDA)

SS

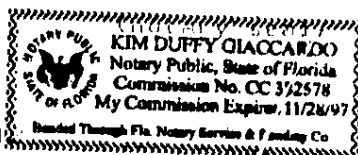
COUNTY OF SARASOTA)

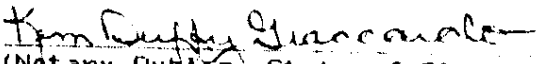
Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

Jeffery D. Peterson and David S. Fraser

known to me and known to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this sixth DAY of March, 1995.




(Notary Public, State of Florida)

FILED

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SECRETARY OF STATE

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

THE PALMER ROADHOUSE, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

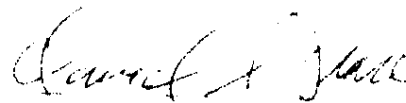
the above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at -

5520 Palmer Blvd.
Sarasota, FL 34232

has named David S. Fraser located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



David S. Fraser, Registered Agent