

**AMY M. WILLIAMS**

ATTORNEY AT LAW

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TELEPHONE  
813/823-7788

**P95000025212**

March 24, 1995

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-03/27/95--01103--002  
\*\*\*\*122.50 \*\*\*\*122.50

The Hon. Jim Smith  
Secretary of State  
The Capitol  
Tallahassee, FL 32399-0001

Re: Whitney's, LTD., Inc.

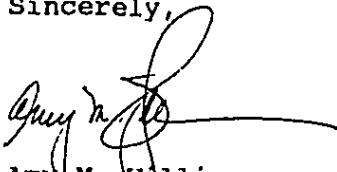
Dear Sir:

Enclosed for filing please find Articles of Incorporation of Whitney's, LTD and Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served (original and one copy).

My check in the amount of \$122.50 is enclosed for the filing fee. Please return a stamped/filed copy of the Articles and Certificate in the enclosed, self-addressed stamped envelope.

Thank you for your attention to this matter.

Sincerely,



Amy M. Williams  
Attorney at Law

AMW/ae

Enclosures

**P95000025212**

*TM*  
3-28-95  
02/A

FILED  
95 MAR 27 PM 2:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
WHITNEY'S LTD., INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of the corporation shall be WHITNEY'S LTD., INC.

ARTICLE II - NATURE OF BUSINESS

A.

To engage in any activity or business allowed under the laws of the State of Florida and the laws of the United States; to operate and manage restaurants and eating establishments.

B.

To hold, lease, purchase and convey real and personal property and to mortgage or lease the same with its franchises, and to own and operate rental real estate such as apartments, business offices or stores.

C.

To borrow money of any person, firm or corporation and to issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation and to secure the same by mortgage, pledge, deed of trust, or by any other lawful means.

D.

For the purpose of acquisition of property, business rights or franchises, of for additional working capital, or for any other object in or about its businesses or affairs, and without limit as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, or otherwise.

E.

To buy, sell, own, or otherwise dispose of its own stock or stock in any other firm, company or corporation and to vote the same as if owned by an individual.

F.

To do and perform any other acts or things and to exercise any and all powers which a partnership or natural person could do or exercise and which are now or thereafter may be authorized by law; generally to make and perform contracts of any kind and description for the purpose of attaining any of the objectives of the corporation; and generally to do and perform any of the things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied and which specifically numerated powers are not in limitation of any powers herein conferred and by law permitted.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of common stock having a par value of \$1.00. It is the intention of the Board of Directors that this stock qualify under §1244 of the Internal Revenue Code.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE V - REGISTERED ADDRESS AND REGISTERED AGENT

The address of the principal office of this corporation in the State of Florida is: 3350 Hillsborough Avenue, #427, Tampa, Florida 33634, and the registered agent is PATRICK J. MYERS, 3350 Hillsborough Avenue, #427, Tampa, Florida 33634.

ARTICLE VI - DIRECTORS

This corporation shall have two directors, initially. The number of directors may be increased from time to time by the By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INITIAL DIRECTORS

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

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
DAVID WHITNEY HOYT	PRESIDENT SECRETARY	3350 Hillsborough Ave., #427 Tampa, Florida 33634
PATRICK J. MYERS	VICE PRESIDENT TREASURER	3350 Hillsborough Ave., #427 Tampa, Florida 33634

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators of these Articles of Incorporation and the percentage of shares of stock the incorporators agree to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
DAVID WHITNEY HOYT	3350 Hillsborough Ave., #427 Tampa, Florida 33634	50%
PATRICK J. MYERS	3350 Hillsborough Ave., #427 Tampa, Florida 33634	50%


ARTICLE IX - AMENDMENT

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 stockholder's meeting by a majority of the stock entitled to vote thereupon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS THEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 6<sup>th</sup> day of March, 1995.

  
\_\_\_\_\_  
DAVID WHITNEY HOYT

  
\_\_\_\_\_  
PATRICK J. MYERS

  
OFFICIAL NOTARY SEAL  
LYNDA CALCANO  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC263448  
MY COMMISSION EXP. MAR. 9, 1997

STATE OF FLORIDA )

COUNTY OF Hillsborough )

I HEREBY CERTIFY that before me this date, personally appeared DAVID WHITNEY HOYT, who is personally known to me or who produced FLA. DR. LICENSE #300179 73 6640 as identification, and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed this 6<sup>th</sup> day of March, 1995.

*Lynda Calcano*  
NOTARY PUBLIC

LYNDA CALCANO  
Printed Name of Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL  
LYNDA CALCANO  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC263448  
MY COMMISSION EXP. MAR. 9, 1997

STATE OF FLORIDA )

COUNTY OF Hillsborough )

I HEREBY CERTIFY that before me this date, personally appeared PATRICK J. MYERS, who is personally known to me or who produced FLA. DR. LICENSE #M620670 669159 as identification, and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed this 6<sup>th</sup> day of March, 1995.

*Lynda Calcano*  
NOTARY PUBLIC

LYNDA CALCANO  
Printed Name of Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL  
LYNDA CALCANO  
NOTARY PUBLIC STATE OF FLORIDA  
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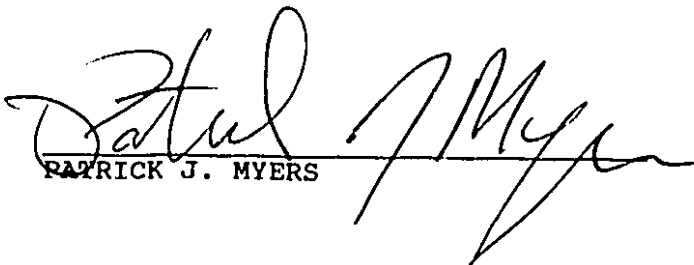
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED  
95 MAR 27 PM 2:20  
STATE OF FLORIDA  
HILLSBOROUGH COUNTY

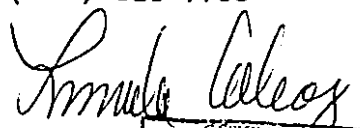
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That WHITNEY'S LTD.,<sup>INC.</sup> having been organized under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the City of Tampa, County of Hillsborough, State of Florida, and has named PATRICK J. MYERS at 3350 Hillsborough Avenue, #427, Tampa, Florida 33634, as its agent to accept service of process within the State.

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

  
PATRICK J. MYERS

This instrument prepared by:  
AMY M. WILLIAMS, ESQUIRE  
520 Second Avenue South  
St. Petersburg, Florida 33701  
(813) 823-7788

  
OFFICIAL NOTARY SEAL  
LYNDA CALCANO  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC263448  
MY COMMISSION EXP. MAR. 9, 1997