

CAPITAL CONNECTION, INC.

417 W. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8070

Mailing Address: Post Office Box 10149, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fax \$ _____ Our \$ _____

RE: Berkely's Restaurants, Inc.

G.O. FEE. DISBURSED

☒ Capital Express™
☐ Art. of Inc. File
☐ Corp. Record Search
☐ Ltd. Partnership File
☒ Foreign Corp. File
☐ () Cert. Copy(n)

☐ Art. of Amend. File
☐ Dissolution/Withdrawal
☐ O U B.
☐ Filiofious Name File

☐ Name Reservation **350000070419**
☐ Annual Report/Reinstatement **04/10/95--01040--003**
☐ Reg. Agent Service ******245.00 ****122.50**
☐ Document Filing

☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval

☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s, _____ Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone ()
☐ Top Priority
☐ Express Mail Prep.
☐ FAX () pgs.

SUBTOTALS _____

FEE..... \$

DISBURSED..... \$

SURCHARGE..... \$

TAX on corporate supplies..... \$

SUBTOTAL..... \$

PREPAID..... \$

BALANCE DUE..... \$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

Dmc
4/10/95

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY *WV* _____

WALK-IN *4-10*
Will Pick Up *WV*

ARTICLES OF INCORPORATION

OF

BAKELY'S RESTAURANTS, INC.

FILED
95 APR 10 PM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **BAKELY'S RESTAURANTS, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 1221 Lee Road, Suite 212, Orlando, FL 32810.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Eric Holm, 1221 Lee Road, Suite 212, Orlando, FL 32810.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

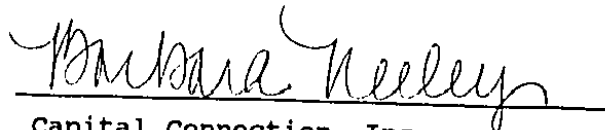
The name and address of each member of the initial Board of Directors of the corporation is:

P Eric Holm

V/S Dianne Holm

1221 Lee Road, Suite 212, Orlando, FL 32810

The undersigned has executed these Articles of Incorporation this 10th day of April, 1995.



Capital Connection, Inc.

Barbara Neeley - President
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
95 APR 10 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **Bakely's Restaurants, Inc.**
2. The name and street address of the registered agent and office is:
Eric Holm
1221 Lee Road, Suite 212
Orlando, Florida 32810

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Eric Holm