

P95000030828

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COUNSELORS AT LAW

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OF COUNSEL

\*ALSO ADMITTED IN OHIO

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April 13, 1995

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

500001457315  
-04/14/95--01107--017  
\*\*\*122.50 \*\*\*122.50

RE: International Restaurant Concepts, Inc.

Dear Sir/Madam:

Enclosed for filing is an original and one copy of Articles of Incorporation for the referenced corporation, together with our remittance in the amount of \$122.50 for the filing fees and a certified copy of the document.

If you have any questions, please call.

Very truly yours,

*Lawrence A. Tower*  
Lawrence A. Tower

LAT/klc  
enclosure

cc w/encl: International Restaurant Concepts, Inc.

*RMC*  
*4/19/95*

FILED  
95 APR 14 PM 12:35  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL RESTAURANT CONCEPTS, INC.

FILED

95 APR 14 PM 12:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is International Restaurant Concepts, Inc., and its principal office or mailing address is 5125 Willow Leaf Drive, Sarasota, Florida 34241.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

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

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue the following shares of stock:

Class A Voting Common

Two Million (2,000,000) shares of Class A Voting Common Stock having no par value and a stated value of \$.01 per share. This class of stock shall be voting stock and shall elect all members of the Board of Directors, and shall have the sole right to vote on all issues affecting the corporation on which shareholders are entitled to vote as provided by these Articles, the By-Laws and by law. Rights to dividends, distributions and liquidation proceeds of the issued and outstanding shares of this class are identical to the rights of the issued and outstanding shares of the Class B Non-Voting Common Stock.

Class B Non-Voting Common

Two Million (2,000,000) shares of Class B Non-Voting Common Stock having no par value and a stated value of \$.01 per share. This class of stock shall have no voting rights and shall not elect any directors, nor shall it have any right to vote on issues affecting the corporation on which shareholders are entitled to vote as provided by these Articles, the By-Laws and by law. Issued and outstanding shares of this class confer rights to

dividends, distributions and liquidation proceeds identical to the issued and outstanding shares of Class A Voting Common Stock.

**ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 5125 Willow Leaf Drive, Sarasota, Florida 34241, and the name of the initial registered agent is Thomas N. Burnham.

**ARTICLE 6: INITIAL BOARD OF DIRECTORS**

This Corporation initially shall have one (1) director. The number of directors may be either increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
Thomas N. Burnham	5125 Willow Leaf Drive Sarasota, Florida 34241

**ARTICLE 7: INCORPORATOR**

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

<u>Name</u>	<u>Address</u>
Thomas N. Burnham	5125 Willow Leaf Drive Sarasota, Florida 34241

**ARTICLE 8: INDEMNIFICATION**

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

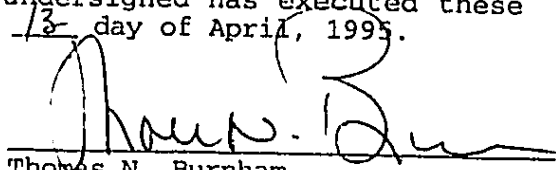
**ARTICLE 9: BY-LAWS**

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**ARTICLE 10: AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13 day of April, 1995.

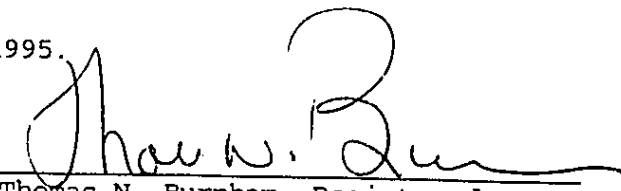
  
Thomas N. Burnham

"Incorporator"

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service or process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 13 day of April, 1995.

  
Thomas N. Burnham, Registered Agent

Burnham/Regents/Corp/Int'l Articles

P95000030828

INTERNATIONAL RESTAURANT CONCEPTS, INC.  
5125 Willow Leaf Drive  
Sarasota, Florida 34241

November 7, 1996

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 34299

700002002287--0  
-11/13/96--01045--016  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

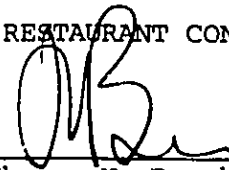
Dear Sir/Madam:

Enclosed for filing is an original and one copy of Articles of Amendment to Articles of Incorporation, together with our remittance in the amount of \$87.50 for the filing fee and a certified copy of the amendment.

If there are any questions, please advise.

Very truly yours,

INAL RESTAURANT CONCEPTS, INC.

By:   
Thomas N. Burnham, its  
Chief Executive Officer

FILED  
96 NOV 12 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SH 11/18

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL RESTAURANT CONCEPTS, INC.**

**ARTICLE 1: NAME AND MAILING ADDRESS**

The name of this Corporation is International Restaurant Concepts, Inc., and its principal office or mailing address is 5125 Willow Leaf Drive, Sarasota, Florida 34241.

FILED  
96 NOV 12 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 2: AMENDMENT TO ARTICLE 4 OF THE ARTICLES OF  
INCORPORATION**

Article 4 of the Articles of Incorporation is amended to read as follows:

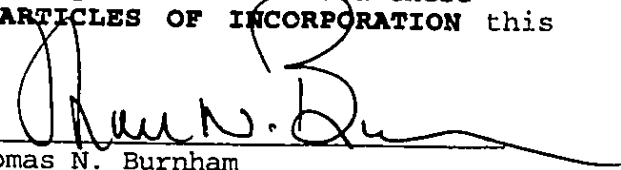
This Corporation is authorized to issue one class of shares of common capital stock as follows:

Fifteen Million (15,000,000) shares of Common Capital Stock having no par value and a stated value of \$.01 per share. All common shares of capital stock shall be voting stock and shall elect all members of the Board of Directors, and shall have the right to vote on all issues affecting the corporation on which shareholders are entitled to vote as provided by these Articles, the By-Laws and by law. Rights to dividends, distributions and liquidation proceeds of each issued and outstanding share of Common Capital Stock are identical to the rights of every other issued and outstanding share of Common Capital Stock.

**CERTIFICATE REQUIRED BY FLORIDA STATUTES §607.1006**

The undersigned certifies that the undersigned is the President and sole member of the Board of Directors of the within corporation, and that these **ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION** were duly adopted by consent of the sole director and the sole shareholder of the corporation.

IN WITNESS WHEREOF, the undersigned has executed these **ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION** this 1ST day of NOVEMBER, 1996.

  
Thomas N. Burnham  
Sole Director and Chief Executive  
Officer

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION  
FOR...  
REINSTATEMENT



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

APPROVED  
AND  
FILED

96 NOV 12 PM 12:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOCUMENT # **P95000030828**

1 Corporation Name

**INTERNATIONAL RESTAURANT CONCEPTS, INC.**

Principal Place of Business

5125 WILLOW LEAF DRIVE  
SARASOTA FL 34241

Mailing Address

5125 WILLOW LEAF DRIVE  
SARASOTA FL 34241

If above addresses are incorrect in any way, line through incorrect information and enter correction below.

2. Now Principal Office Address, If Applicable

3. Now Mailing Office Address, If Applicable

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

**REINSTATEMENT** *9600*

4. Date Incorporated or Qualified  
To Do Business in Florida

04/14/1995

5. FEI Number

☒ Applied For  
☐ Not Applicable

CERTIFICATE OF STATUS DESIRED ☐

\$8.75 Additional Fee required  
for a Certificate of Status

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

Title(s)

Name of Officers  
and/or Directors

Street Address of Each  
Officer and/or Director  
(Do NOT Use Post Office Box Numbers)

City / State / Zip

1

BURNHAM, THOMAS N

5125 WILLOW LEAF DRIVE

SARASOTA FL 34241

000002005410--2

-11/15/96--01009--002

\*\*\*236.25 \*\*\*236.25

000002005410--2

-11/15/96--01009--003

\*\*\*147.50 \*\*\*147.50

8. Name and Address of Current Registered Agent

BURNHAM, THOMAS N  
5125 WILLOW LEAF DRIVE  
SARASOTA FL 34241

9. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, Etc.

City

State  
**FL**

Zip Code

10. I, being appointed the registered agent of the above named corporation, am familiar with, and accept the obligations of Section 607.0505, F.S.

Signature of  
Registered Agent

REGISTERED AGENT MUST SIGN

Date **9/25/96**

11. Does this corporation pay any intangible tax to the  
Dept. of Revenue under S. 199.032, Florida Statutes. Yes ☐ No ☒

(See other side for information  
on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date **9/25/96**

Daytime Phone **941-377-2855**

**#236.25**