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ACCOUNT NO. 1 0721000000012

REFERENCE # 612113 869010

AUTHORIZATION :

COST LIMIT : 9 122.50

ORDER DATE : June 8, 1995

ORDER TIME : 10:23 AM

ORDER NO. : 612113

CUSTOMER NO: 869010

CUSTOMER: Ms. Ann Jones
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
1 Biscayne Tower
2 South Biscayne Blvd, #1810
Miami, FL 33131

DOMESTIC FILING

JUL 8 1945

BSB

NAME: HANOVER RESTAURANTS, INC.

X _____ ARTICLES OF INCORPORATION
 _____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 X CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

FILED
95 JUN -8 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 1, 1995

CSC NETWORKS

The name HANOVER RESTAURANT, INC. has been reserved for 120 days beginning June 1, 1995. The reservation number is R95000002469 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Carolyn Batten

Letter number: 495A00027425

ARTICLES OF INCORPORATION
OF
HANOVER RESTAURANTS, INC.

FILED
95 JUN -8 PM 2:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator delivers these Articles of Incorporation to form a corporation under the laws of the Florida Business Corporation Act.

ARTICLE I

Name. The name of this corporation is:

Hanover Restaurants, Inc.

ARTICLE II

Principal Office. The principal office and mailing address of this corporation is 6355 Metro West Boulevard, Suite 445, Orlando, Florida 32835.

ARTICLE III

Business and Activities. This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$0.01 par value, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE V

Term of Existence. This corporation shall have perpetual existence.

ARTICLE VI

Initial Registered Office and Agent. The street address of the initial registered office of the corporation is 1201 Hays Street, Suite 105, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is The Prentice Hall Corporation System, Inc.

ARTICLE VII

Number of Directors. This corporation shall have four (4) Directors initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by Directors in attending meetings of the Directors. Nothing in this Article shall be construed to preclude the Directors from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VIII

Initial Board of Directors. The name(s) and street address(es) of the initial Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Vivienne Silverton	6355 Metro West Boulevard Suite 445 Orlando, Florida 32835
Toby Silverton	6355 Metro West Boulevard Suite 445 Orlando, Florida 32835
Jeff Voss	6355 Metro West Boulevard Suite 445 Orlando, Florida 32835
Rasesh Thakkar	6355 Metro West Boulevard Suite 445 Orlando, Florida 32835

ARTICLE IX

Incorporator. The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
Benjamin P. Butterfield	Two South Orange Avenue Orlando, Florida 32801

ARTICLE X

Lost or Destroyed Certificate. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this corporation.

ARTICLE XI

Amendment to Articles. 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 shareholders, and approved at a shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII

By-Laws. The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned does set his hand and seal and he acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 7th day of June, 1995.


Benjamin P. Butterfield
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for Hanover Restaurants, Inc. 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.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

Date: 6-8-95

By: Marcia A. Hansen
Registered Agent Assistant Secretary