

P95000046345

DENT, COOK & WEBER
ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
POST OFFICE BOX 3269
SARASOTA, FLORIDA 34230

DENT & COOK, P.A.
JOHN C. DENT, JR.
JOHN F. COOK
ROBERT K. ROBINSON
JOHN W. CHAPMAN, JR.
J. EDWARD WESER, P.A.

330 SOUTH ORANGE AVENUE
SARASOTA, FLORIDA 34236
(813) 862-1070
FAX (813) 862-1094
245 NORTH TAMiami TRAIL, SUITE C
VENICE, FLORIDA 34285
(813) 464-8010
FAX (813) 464-8374

June 7, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32304

Re: **Gators Grille, Inc.**
Our File No. F25-4069

Dear Sir or Madam:

Enclosed please find original and duplicate of the Articles of Incorporation of the above-captioned corporation, together with a check in the amount of \$122.50 to cover the following items:

Filing of Articles of Incorporation	\$35.00
Certified copy of Articles	52.50
Registered Agent filing fee	<u>35.00</u>
	\$122.50

I would appreciate your returning to me the certified copy.

Thank you for your attention to this matter.

Very truly yours,

Sandy Mikutis

Sandy Mikutis
Secretary to John W. Chapman, Jr.

SM
Enclosures

cc: Barbara Frazier

DMP
6/14/95

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****122.50 ****122.50

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95 JUN 12 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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95 JUN 12 PM 4:26

SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GATORS GRILLE, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, has signed and adopted the following Articles of Incorporation and delivered them to the Florida Department of State for filing as provided in F.S. 607.0201.

ARTICLE I - NAME

The name of this corporation shall be: Gators Grille, Inc

ARTICLE II - EFFECTIVE DATE; DURATION

The corporation shall commence existence upon the filing of these Articles of Incorporation with the Secretary of State, and its existence shall continue until such time as the corporation is dissolved as provided by law.

ARTICLE III - CORPORATE PURPOSE AND POWERS

The corporation is formed primarily for the purpose of engaging in any lawful trade or business; and it shall have exercise all lawful powers which an individual would have, including, but not limited to those powers set forth in F.S. 607.0302.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business of this corporation shall be: 1851 Wood Hollow Court, Sarasota, Florida. The mailing address of this corporation shall be the same.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to have outstanding at any one time one thousand (1,000) shares of common stock. Without amendment of these Articles of Incorporation, the corporation

shall not be authorized to have outstanding more than one class of capital stock, and the rights accruing to each shareholder on account of each share of stock shall be identical with respect to profits and assets of the corporation. However, nothing herein shall prohibit the issuance of shares having dissimilar voting rights or prevent shareholders from entering shareholder agreements or agreements for the benefit of creditors which may affect the ability of the shareholders to exercise the rights appurtenant to their shares.

ARTICLE VI - DIRECTORS

This corporation shall have at all times not fewer than one director. The number of directors may be increased or decreased from time to time as provided in the bylaws. In the event that the bylaws shall provide for more than one director, the majority of directors remaining shall have the authority to fill any vacancies on the board until the next annual meeting of the shareholders. In the event a vacancy occurs leaving the corporation without any director, the affairs of the corporation shall be conducted by the highest ranking officer until the vacancies in the board of directors can be filled by election by the shareholders. The initial directors of this corporation are:

Robert V. Frazier
1851 Wood Hollow Court
Sarasota, Florida 34235

Patricia V. Frazier
1851 Wood Hollow Court
Sarasota, Florida 34235

Jeremy Todd Stainbrook
1740 Alderman St. #7
Sarasota, Florida 34236

Barbara L. Frazier
1208 Northport Drive
Sarasota, Florida 34242.

ARTICLE VII - ADOPTION OF BYLAWS

The incorporator shall have power pursuant to F.S. 607.0206 to adopt the initial bylaws of the corporation. Once adopted, the bylaws shall be amended as provided therein.

ARTICLE VIII - EMERGENCY BYLAWS

The directors of the corporation shall have power and authority to adopt emergency bylaws in the circumstances and to the extent provided in F.s. 607.0207. This Article shall not be deemed to conflict with Article VII entitled "Adoption of Bylaws."

ARTICLE IX - PREEMPTIVE RIGHTS

Shareholders of this corporation shall not have preemptive rights with respect to the issuance of any new shares.

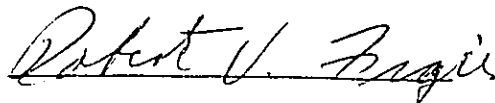
ARTICLE X - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are: Robert V. Frazier, 1851 Wood Hollow Court, Sarasota, Florida, 34235.

ARTICLE XI - INCORPORATOR

The name and mailing address of the incorporator of these Articles of Incorporation are:
Robert V. Frazier, 1851 Wood Hollow Court, Sarasota, Florida, 34235.

The undersigned has executed these Articles of Incorporation this 6 day of June, 1995.

A handwritten signature in cursive script, reading "Robert V. Frazier", written over a horizontal line.

Robert V. Frazier

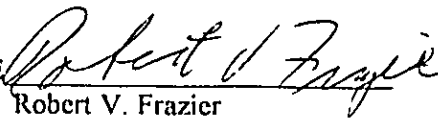
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95 JUL 12 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

GATORS GRILLE, INC.

Having been named as Registered Agent in Article X of the Articles of Incorporation, 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.

SIGNATURE


Robert V. Frazier
1851 Wood Hollow Court
Sarasota, FL 34235

DATE

6-6-95

P95 000046345
DENT & COOK, P.A.

P. O. BOX 3269 • SARASOTA, FLORIDA 34230 • (941) 952-1070 • FACSIMILE (941) 952-1094

DENT & COOK, P. A.
JOHN C. DENT, JR.
JOHN F. COOK
ROBERT K. ROBINSON
JOHN W. CHAPMAN, JR.
J. EDWARD WEBER, P. A.

October 4, 1995

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Gators Grille, Inc. d/b/a Gators Grille
Our File No. F25-4069

Dear Sir or Madam:

Please be advised that Gators Grille's address should be:

3025 North Tamiami Trail
Sarasota, Florida 34234

X
10-11

Thank you for your cooperation in this matter.

Very truly yours,

Sandy Mikutis

Sandy Mikutis
Secretary to John W. Chapman, Jr.

SM



THE UNITED STATES
CORPORATION
COMPANY

095 000046345

ACCOUNT NO. : 072100000032

REFERENCE : 214315 81038A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 8, 1997

ORDER TIME : 10:16 AM

ORDER NO. : 214315-010

CUSTOMER NO: 81038A

CUSTOMER: Steven W. Macris, Esq
Steven W. Macris, Esq
609 S. Tamiami Trail

Venice, FL 34285

DOMESTIC AMENDMENT FILING

NAME: GATORS GRILLE, INC.

EFFECTIVE DATE:

☒ ARTICLES OF AMENDMENT
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS: _____

N. HENDRICKS JAN - 9 1997

RESUBMIT

Please give original
submission date as file date

RECEIVED
JAN - 8 PM 11:30
ON OF CORPORATION
97

File [Signature]

FILED

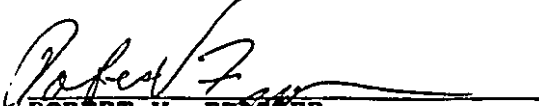
ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
GATORS GRILLE, INC.
A Florida Corporation


FILED
97 JAN -8 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

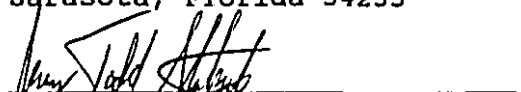
The undersigned, being all of the Directors of GATORS GRILLE, INC., a Florida Corporation, pursuant to authority granted in Sections 607.0704 and 607.0821 of the Florida Business Corporation Act, by unanimous written consent, without a meeting, do hereby amend the Articles of Incorporation of GATORS GRILLE, INC. as follows:

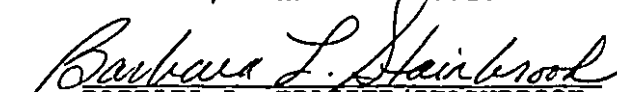
The name of the corporation is hereby changed
from GATORS GRILLE, INC. to BPTB, INC.

The aforesaid action by unanimous written consent of the
Directors of the corporation was taken on December 31, 1996.


ROBERT V. FRAZIER
1851 Wood Hollow Court
Sarasota, Florida 34235


PATRICIA V. FRAZIER
1851 Wood Hollow Court
Sarasota, Florida 34235


JEREMY TODD STAINBROOK
1187 Cordova Club Drive
Cordova, Tennessee 38018


BARBARA L. FRAZIER/STAINBROOK
1187 Cordova Club Drive
Cordova, Tennessee 38018

Being all of the Directors
of the Corporation

[CORPORATE SEAL]