

1204 HAYS STREET
TALLAHASSEE, FL 32301
(904) 499-1111
(904) 499-1111 FAX

800-342-8086

P9500047041



ACCOUNT NO. : 072100000032

REFERENCE : 621314 9969A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : June 16, 1995

ORDER TIME : 9:49 AM

ORDER NO. : 621314

CUSTOMER NO: 9969A

CUSTOMER: Sam D. Norton, Esq
NORTON MORAN HAMMERSLEY DUNLAP
GURLEY & LOPEZ, P.A.
Suite 610
1819 Main Street
Sarasota, FL 34237

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-06/16/95--01040--006
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12250

DOMESTIC FILING

NAME: SANDY SUNSHINE'S RESTAURANT
GROUP, INC.

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angela Lane

EXAMINER'S INITIALS: _____

55 JUN 16 1995
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

T. BROWN JUN 16 1995

LAW OFFICES OF
NORTON, MORAN, HAMMERSLEY, DUNLAP, GURLEY & LOPEZ, P.A.

ANTHONY S. CARRERA
SCOTT W. DUNLAP*
JAMES D. GIBSON
DAVID E. GURLEY
PHILIP N. HAMMERSLEY
NATALEA A. HERRIG***
E. JOHN LOPEZ**
JOHN A. MORAN
DAVID D. NEISER
SAM D. NORTON*
NICK ROKNICH, III

SARASOTA CITY CENTER
1819 MAIN STREET
SUITE 610
SARASOTA, FLORIDA 34236
TELEPHONE 813-954-4691
TELECOMER 813-954-2128

FORT MYERS OFFICE
SUN BANK FINANCIAL CENTER
SUITE 400
12730 NEW BRITTANY BLVD
FORT MYERS, FLORIDA 33907
TELEPHONE 813-936-8622
TELECOMER 813-275-1179

*BOARD CERTIFIED
REAL ESTATE LAWYER

**BOARD CERTIFIED
TAX LAWYER

***ALSO ADMITTED IN INDIANA

June 15, 1995

Bureau of Corporate Records
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: **Sandy Sunshine's Restaurant Group, Inc.**

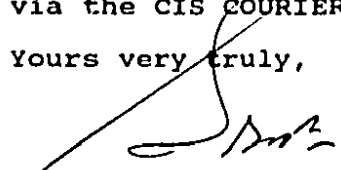
Dear Sir or Madam:

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

Filing of the Articles	\$35.00
Certified Copy of the Articles	\$52.50
Registered Agent	\$35.00

We would appreciate your returning to us the certified copy of the Articles of Incorporation via the CIS COURIER.

Yours very truly,



Sam D. Norton
For the Firm

SDN;ss

Enclosures

C:\76139\State.Ltr

ARTICLES OF INCORPORATION
OF

SANDY SUNSHINE'S RESTAURANT GROUP, INC.

FILED
95 JUN 16 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME: The name of this Corporation is:

SANDY SUNSHINE'S RESTAURANT GROUP, INC., a Florida Corporation.

ARTICLE II

CORPORATE PURPOSES: The corporate purposes are:

To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

To purchase, sell, lease, let, demise, and/or subdivide all real or personal property wheresoever situate; to make, purchase or sell materials for the construction of buildings; to erect buildings, to own, manage, operate, lease and sell buildings; to conduct and carry on the business of builders, developers, subdividers and contractors, for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of buildings and improvements to real property of any kind or nature whatsoever and in connection with the division, subdivision, and development of real property, including the locating, laying out and construction of roads, avenues, docks,

slips, sewers, bridges, wells, walls, seawalls, canals and water and sewer plants, and in general to do and perform all of the foregoing in connection with all classes of buildings, erections and works, both public and private, or integral parts thereof.

To conduct a general brokerage, agency and commission business in the purchase, leasing, sale and the management of real estate and improvements for others and negotiation of loans and contracts concerning the same; to purchase and sell for others, personal property, stocks, bonds and notes, to negotiate loans thereon for others; to act as Trustee in Deeds of Trust or Mortgages on real or personal property or any evidence of value to secure the same.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such Mortgages, transfers of corporate property, or other instruments as are necessary to secure the payment of corporate indebtedness.

To purchase the corporate assets of any other corporation, and engage in the same or other character of business.

To loan the monies of the corporation and to take back mortgages as security therefor on both real and personal property.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of

Florida, or any other State or Government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To act as nominee or agent for the purpose of land acquisition, development, sales and financing.

To act as a General Partner in Limited Partnerships which will engage in activities contemplated by this Article and to perform all services necessary or desirable in connection therewith, and to act as nominee for the purpose of acquiring, financing and transferring real and personal property.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal, telegraph, telephone, cemetery, professional engineering or surveying company, a building and loan association, mutual fire insurance association, cooperative loan association, fraternal benefit society, state fair or exposition.

ARTICLE III

CAPITAL STOCK: The shares of stock of this corporation shall consist of only one class. The maximum number of shares of Stock that this Corporation is authorized to have outstanding at any one time is: 500 shares of Common Stock having no par value.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which this corporation will begin business will not be less than \$500.00.

ARTICLE V

TERM OF EXISTENCE: This Corporation is to exist perpetually.

ARTICLE VI

REGISTERED OFFICE AND AGENT: The initial street address of the registered office of this Corporation in the State of Florida is: 1819 Main Street, Suite 610, Sarasota, FL 34236. The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent at the aforesaid address shall be SAM D. NORTON. The mailing address of the Corporation is the same as the Registered Office.

ARTICLE VII

DIRECTORS: This Corporation shall have three (3) Directors. The number of Directors may be modified from time to time by Bylaws adopted by the Stockholders.

ARTICLE VIII

INCORPORATOR: The name and street address of the incorporator to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sam D. Norton	1819 Main Street, Suite 610 Sarasota, FL 34236

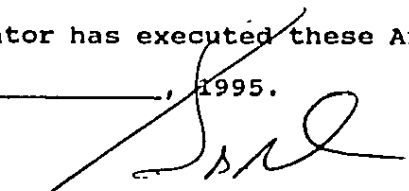
ARTICLE IX

SHAREHOLDER'S PREEMPTIVE RIGHTS: The Corporation elects to have preemptive rights and each shareholder of common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase any unissued or treasury shares of the Corporation and securities of the Corporation which from time to time may be issued (whether or not presently authorized), in the ratio that the number of shares of the common stock held at the time of the issue bear to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty (30) days of his receipt of a written notice from the Corporation inviting him to exercise the right.

ARTICLE X

AMENDMENT: These Articles of Incorporation may be amended by Resolution adopted by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders Meeting by a majority of the Stock entitled to vote thereon.

The undersigned Incorporator has executed these Articles this 15th day of June, 1995.

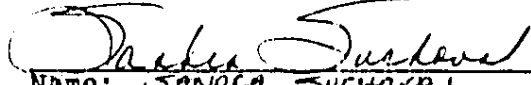


SAM D. NORTON

"INCORPORATOR"

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 15th day of June, 1995, by SAM D. NORTON, as Incorporator of SANDY SUNSHINE'S RESTAURANT GROUP, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification and who did (did not) take an oath.

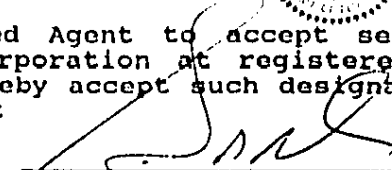

Name: SANDRA SUCHOVAL
Notary Public



OFFICIAL SEAL
SANDRA SUCHOVAL
My Commission Expires
Sept. 7, 1996
Comm. No. CC 226158

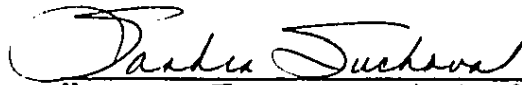
My Commission Expires:

Having been named Registered Agent to accept service of process for the above stated corporation at registered office designated in the Articles, I hereby accept such designation and agree to serve as Registered Agent


SAM D. NORTON

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 15th day of June, 1995, by SAM D. NORTON, as registered agent, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.


Name: SANDRA SUCHOVAL
Notary Public



OFFICIAL SEAL
SANDRA SUCHOVAL
My Commission Expires
Sept. 7, 1996
Comm. No. CC 226158

My Commission Expires:

C:\76139\Articles

Document Number Only

P95000047041

CT CORPORATION SYSTEM
Requestor's Name
660 EAST JEFFERSON STREET
Address
TALLAHASSEE FL 32301 222-1092
City State Zip Phone

700001864037
-06/17/96--01049--017
*****35.00 *****35.00

CORPORATION(S) NAME

Sandys Sunshiners Restaurant Group

65 JUN 17 PM 1:41
TALLAHASSEE FLORIDA

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Merge
- Mark
- Other
- Change of R.A.
- Fictitious name Filing
- CUS
- After 4:30
- Pick Up

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

6/17/96

PLEASE RETURN EXTRA COPIES FILE STAMPED

65 JUN 17 PM 3:50
TALLAHASSEE FLORIDA

6/17
R.A. Chang

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: SANDY SUNSHINE'S RESTAURANT GROUP, INC.

1b. The mailing address of the corporation is: 1185 US 41 BYPASS, Venice, FL 34292

1c. Date of incorporation: 6/16/1995 Document number: P950004781

2. The name and address of the current registered agent and office:

SAM D. NORTON

1817 Main Street, Suite 610

Sarasota, FL 34236

3. The name and address of the new registered agent and office:(P.O. Box Not Acceptable)

CT Corporation System

c/o CT Corporation System, 1200 South Pine Island Rd.

Plantation, Florida 33324

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Signature of Daniel Solaz, Vice President, dated 6-11-96

(Signature of an officer, chairman or vice chairman of the board)

(Date)

Daniel Solaz

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Signature of Registered Agent

Date: 6/12/96

If signing on behalf of an entity:

Dwight A. Coats

(Typed or Printed Name)

Asst. Secretary

(Capacity)

Division of Corporations, P.O. Box 6327 Tallahassee, FL 32314

FILED 96 JUN 17 PM 3:50 TALLAHASSEE FLORIDA