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FEDERAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 648522 150224A

AUTHORIZATION :

COST LIMIT : * PREPAID

ORDER DATE : July 26, 1995

ORDER TIME : 9:55 AM

ORDER NO. : 648522

CUSTOMER NO: 150224A

CUSTOMER: Thomas P. McNamara, Esq
THOMAS P. MCNAMARA, P.A.

3608 Waverly Place

Tampa, FL 33629

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-07/26/95--01014--011
***122.50 ***122.50

DOMESTIC FILING

Restaurant,

NAME: DUFF ENTERPRISES, 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: Carol M. Hensal

EXAMINER'S INITIALS:

T. BROWN JUL 27 1995

FILED
95 JUL 26 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHS-15615



FLORIDA DEPARTMENT OF STATE

July 26, 1995

Sandra B. Mortham
Secretary of State

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: DUFF ENTERPRISES, INC.
Ref. Number: W95000015015

We have received your document for DUFF ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 095A00035508

ARTICLES OF INCORPORATION

OF

DUFF RESTAURANT, INC.

FILED
95 JUL 26 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

Name

The name of this corporation shall be:

DUFF RESTAURANT, INC.

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

1451A N. Missouri Ave.
Largo, FL 34640

ARTICLE 3

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other

benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE 4

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 2909 Bay to Bay Blvd., Ste. 309, Tampa, FL 33629, and the initial registered agent of this corporation at such office shall be Thomas P. McNamara. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 5

Board of Directors

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE 6

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of one member, such member to hold office until his successor has been duly elected and qualify. The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
Homer Duff	1451A N. Missouri Ave. Largo, FL 34640

ARTICLE 7

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Thomas P. McNamara	2909 Bay to Bay Blvd. Suite 309 Tampa, Florida 33629

ARTICLE 8

Purposes and Duration

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

ARTICLE 9

By-Laws

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

ARTICLE 10

Amendment of Articles of Incorporation


This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE 11

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

A handwritten signature in dark ink, appearing to read 'T.P. McNamara', is written over a horizontal line.

THOMAS P. MCNAMARA

DUFF RESTAURANT, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

FILED
95 JUL 26 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Thomas P. McNamara, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 25 day of July, 1995.



THOMAS P. MCNAMARA

1101 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

P95000058185



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PREFERENCE MAIL
LEGAL & FINANCIAL SERVICES

95 AUG 29 11:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 AUG 29 AM 11:24

FILED

ACCOUNT NO. : 072100000032

REFERENCE : 670711 158224A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 29, 1995

ORDER TIME : 9:42 AM

ORDER NO. : 670711

CUSTOMER NO: 158224A

CUSTOMER: Thomas P. McNamara, Esq
Thomas P. McNamara, P.A.
Suite 309
2909 Bay To Bay Boulevard
Tampa, FL 33629

4000000157150.24
00721000000032
*****87.50 *****87.50

*Change
Order*

DOMESTIC AMENDMENT FILING

NAME: DUFF RESTAURANT, INC.

XXX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: _____

8/29/95
ADL
ADL
ADL
ADL

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
DUFF RESTAURANT, INC.

95 AUG 29 AM 11:24
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DUFF RESTAURANT, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed by the Secretary of State of the State of Florida on July 27, 1995.
2. The amendment to the Articles of Incorporation being effected hereby will completely delete Article 1 of the Articles of Incorporation as of the date hereof, and substitute in its place the Article 1 set forth below.
3. As amended below, Article 1 of the Articles of Incorporation has the sole effect of changing the Corporation's name from "Duff Restaurant, Inc." to "Duff's Restaurants, Inc."
4. Pursuant to Section 607.1003(6), Florida Statutes, this amendment to the Articles of Incorporation was approved by the unanimous written consent of the sole shareholder of the Corporation without the action of the board of directors, as of August 7, 1995.
5. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, and thereafter,

the name of the Corporation shall be "Duff's Restaurants, Inc." and Article 1 of the Articles of Incorporation of the Corporation shall read as follows:

ARTICLE 1

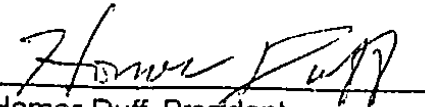
Name

The name of this Corporation shall be:

Duff's Restaurants, Inc.

IN WITNESS WHEREOF, DUFF RESTAURANT, INC. has caused these Articles of Amendment of the Articles of Incorporation to be executed by its President this 12th day of August, 1995.

DUFF RESTAURANT, INC.

By: 
Homer Duff, President

duffaoaname.doc