



THE UNITED STATES
CORPORATION
COMPANY

P9500071669

ACCOUNT NO. : 072100000032

REFERENCE : 062104 6457A

AUTHORIZATION : Patricia Pizots

COST LIMIT : \$ 35.00

ORDER DATE : December 11, 1998

ORDER TIME : 3:29 PM

ORDER NO. : 062104-005 000002710920--6

CUSTOMER NO: 6457A

CUSTOMER: Ms. Carol Ann Justice
Arnold Matheny & Eagan, P.a.
P. O. Box 2967

Orlando, FL 32802-2967

DOMESTIC AMENDMENT FILING

NAME: CALICO JACK'S RESTAURANTS, INC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
98 DEC 11 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
98 DEC 11 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/15



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 14, 1998

CSC
DEBORAH SCHRODER
TALLAHASSEE, FL

RESUBMIT
Please give original
submission date as file date.

SUBJECT: CALICO JACK'S RESTAURANTS, INC.
Ref. Number: P95000071669

We have received your document for CALICO JACK'S RESTAURANTS, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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 (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 898A00058863

Incorp
Ron Donley

RECEIVED
98 DEC 15 AM 9 18

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

CALICO JACK'S RESTAURANTS, INC.
(Originally Incorporated Under Document Number P95000071669)

FILED
98 DEC 11 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name, Principal Place of Business, and Duration

The name of the Corporation is CALICO JACK'S RESTAURANT, INC. The principal place of business of the Corporation is 2699 Lee Road, Suite 200, Winter Park, Florida 32789. The duration of the Corporation is perpetual.

Article II

Registered Office and Agent

The address of the registered office in the State of Florida is 801 N. Magnolia Avenue, Suite 201, in the City of Orlando, County of Orange. The name of the registered agent at such address is Lehn E. Abrams.

Article III

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of Florida.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Business Corporation Act of Florida.

Article IV

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 500,000 shares of Common Stock ("Common Stock") \$0.01 par value per share.

2. The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock are as follows:

(a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.

(b) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor for distribution in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purposes of this paragraph.

(c) Each holder of Common Stock has one vote with respect to each share of stock held by him of record on the books of the Corporation on all matters voted upon by the shareholders.

(d) The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

(e) Any person, upon becoming the owner or holder of any shares of the Common Stock or other securities having voting rights issued by this Corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations or

restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of United States hereinafter adopted which have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE V

Incorporator

1. The name and mailing address of the incorporator of this Corporation is as follows:

Name

Address

RON DONLEY

2699 Lee Road, Suite 200
Winter Park, FL 32789

2. The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

ARTICLE VI

Board of Directors

1. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise herein provided or reserved to the holders of Common Stock in the By-Laws of the Corporation.

2. (a) The number of members of the Board of Directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one (1) director. Each director shall serve until the next annual meeting of shareholders.

(b) If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next meeting of shareholders.

(c) The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

NAME

ADDRESS

Jeffrey P. Stine

2699 Lee Road, Suite 200
Winter Park, FL 32789

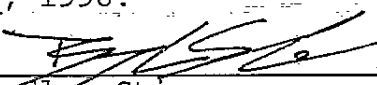
ARTICLE VII

Amendment


The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

The undersigned, for the purpose of amending and restating the Articles of Incorporation of the Corporation as provided by the laws of the State of Florida and By-Laws of the Corporation, do, by executing this document, consent to and make, file and record these Amended and Restated Articles of Incorporation, and certify that the facts herein stated are true; and we have accordingly hereunto set our hands and seals on and as of the date set forth below, being all of the officers, directors and shareholders of the Corporation.

Dated: December 8, 1998.



Bradley Stine
President




Jeffrey P. Stine
Secretary

(CORPORATE SEAL)

STATE OF Florida
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 8 day of December, 1998, by BRADLEY STINE, as President of CALICO JACK'S RESTAURANTS, INC., who is personally known to me ~~or has produced~~ _____ as identification and ~~did~~/did not take an oath.



NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires:



STATE OF Florida
COUNTY OF Orange

8 The foregoing instrument was acknowledged before me this
day of December, 1998, by JEFFREY P. STINE, as
Secretary of CALICO JACK'S RESTAURANTS, INC., who is personally
known to me or ~~has produced~~ _____ as identifica-
tion and ~~did not take an oath.~~


NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires:

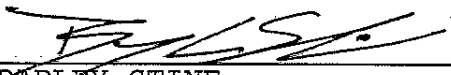


ELLEN FREEDMAN
My Commission CC494580
Expires Dec. 13, 1999

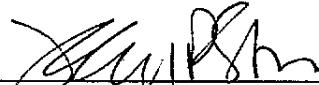
CERTIFICATE
OF
AMENDMENT AND RESTATEMENT
OF
Calico Jack's Restaurants, Inc.

The undersigned officers of CALICO JACK'S RESTAURANTS, INC. a Florida corporation, do hereby certify and attest that by Action By Written Consent of the sole Director and Shareholders of the corporation, duly called and held, the sole Director and Shareholders of the Corporation unanimously voted and consented to amend and, as amended, restate Articles I through VII, inclusive, of the Articles of Incorporation of CALICO JACK'S RESTAURANTS, INC. as set forth in the Amended and Restated Articles of Incorporation dated this date and executed by the officers, directors and shareholders of the Corporation.

Dated: December 8, 1998


BRADLEY STINE
President


Attest:


JEFFREY P. STINE
Secretary

(Corporate Seal)

STATE OF Florida
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 8 day of December, 1998, by BRADLEY STINE, as President of CALICO JACK'S RESTAURANTS, INC., who is personally known to me ~~or has produced~~ as identification and did ~~did not~~ take an oath.


NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires:



ELLEN FREEDMAN
My Commission CC494580
Expires Dec. 13, 1999

STATE OF Florida
COUNTY OF Orange

The foregoing instrument was acknowledged before me this
8 day of December, 1998, by JEFFREY P. STINE, as
Secretary of CALICO JACK'S RESTAURANTS, INC., who is personally
known to me ~~or has produced~~ _____ as identifica-
tion and ~~did~~ not take an oath.


NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires:



ELLEN FREEDMAN
My Commission CC494580
Expires Dec. 13, 1999