

P950000 725-72

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Mailor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
SEP 20 1995  
TALLAHASSEE, FL  
9:50 AM

AL SEP 20 1995

REQUEST TAKEN CONFIRMED APPROVED  
DATE \_\_\_\_\_  
TIME NC CK No. \_\_\_\_\_  
BY \_\_\_\_\_

WALK-IN  
Will Pick Up 9/20 12:00

RE. VALANTIS, INC.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation	100001589151	
Annual Report/Reinstatement	09/20/95--01023--022	
Reg. Agent Service	****122.50 ****122.50	
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Ann

THANK YOU  
from  
Your Capital Connection

Articles of Incorporation  
for

**VALANTIS, INC.**  
(for-profit corporation)

FILED  
OFFICE OF THE CLERK  
JAN 25 2005  
TALLAHASSEE, FLORIDA

*The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:*

**ARTICLE I - NAME**

The name of the Corporation shall be VALANTIS, INC..

**ARTICLE II - PURPOSES**

The general purposes for which the corporation is organized are:

A. To engage in the business of restaurant ownership, operation and management.

B. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried in connection with or auxiliary to the foregoing business.

C. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

D. To engage in any activity or business permitted under the laws of the State of Florida and of the United States.

**ARTICLE III - DURATION**

The duration of the corporation is perpetual.

**ARTICLE IV - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 100 Coronado Drive, Clearwater, Florida 34630.

#### **ARTICLE V - CAPITALIZATION**

The aggregate number of shares of stock which the corporation is authorized to issue is One Thousand (1,000). Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00).

#### **ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name of the initial Registered Agent is Stavros Tingirides, Esquire and the street address of the initial Registered Office of this Corporation in the State of Florida is 800 North Belcher Road, Suite 4, Clearwater, Florida 34625. The Board of Directors may, from time to time and without an amendment of these Articles, change the Registered Agent of the Corporation or move the Registered Office to any other address within the State of Florida.

#### **ARTICLE VII - INCORPORATORS**

The name and address of the sole incorporator is Stavros Tingirides, Esquire, 800 North Belcher Road, Suite 4, Clearwater, Florida 34625.

#### **ARTICLE VIII - PREEMPTIVE RIGHTS**

The Corporation shall have the power to create and issue, with or without any connection to the issue and sale of any shares of stock or other securities, rights, warrants, or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices, but not less than par if such shares have par value, as the Board of Directors may provide and which shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the consideration of the issuance of such rights, warrants, or options and the sufficiency thereof shall be conclusive.

#### **ARTICLE IX - DIRECTORS**

The number of Directors may be increased or decreased from time to time, by an amendment of the by-laws when such amendment is adopted by the stockholders, provided that the number of Directors shall never less than one (1).

## **ARTICLE X - INITIAL DIRECTORS**

This Corporation shall have one (1) Director initially. The name and address of the initial Director is:

GABRIEL BRINIAS, 100 Coronado Drive, Clearwater, Florida 34630

## **ARTICLE XI - INDEMNITY OF DIRECTORS AND OFFICERS**

Any person made a party to any action, suit or proceeding by reason of the fact that he, or his personal representative, is or was a director, officer or employee of the Corporation, or any corporation in which he serves as such at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding or in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director or employee may be entitled apart from the provisions of this section..

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation: nor shall he be liable if in good faith in determining the amount available for dividends or distribution, he considered the assets to be of ample value.


## **ARTICLE XII - BY-LAWS AND STOCKHOLDERS AGREEMENT**

The stockholders, by agreement, or the by-laws of the Corporation may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by retiring, disabled or decreased stockholder, or any stockholder required to sever financial interests in the Corporation. Where the by-laws are amended for the purpose of changing, modifying or otherwise repealing provisions respecting the management of this Corporation, then only the stockholders of this Corporation shall have the power to so adopt, amend, modify or repeal such by-laws.

### ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intentions that the Articles of Incorporation be amended.

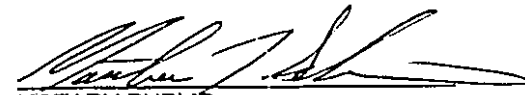
The undersigned incorporator has executed these Articles of Incorporation this 19<sup>th</sup> day of SEPTEMBER, 1995.

  
\_\_\_\_\_  
Stavros Tingirides, Esquire, Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this 19<sup>th</sup> day of SEPT, 1995, before me, a notary public duly authorized in the State and County above named to take acknowledgments, personally appeared Stavros Tingirides, Esquire, ~~who is personally known to me~~, or who produced \_\_\_\_\_ as identification, and who did/did not take an oath, to be the person whose name is subscribed to the above instrument and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he voluntarily executed these Articles of Incorporation for the use and purposes herein contained.

WITNESS my hand and official seal in the County and State above named, this 19<sup>th</sup> day of SEPT, 1995.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:

**VALANTIS, INC.**  
(for-profit corporation)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 SEP 20 AM 11:25

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**


Pursuant to the provisions of Florida Statutes, sections 607.0501 and 48.091, and Article VI of the Articles of Incorporation of VALANTIS, INC., organized under the laws of the State of Florida, the undersigned corporation submits the following statement in designating the registered office and registered agent in the State of Florida.

1. The name of the corporation is VALANTIS, INC.
2. The name and address of the registered agent and office is:

Stavros Tingirides, Esquire  
800 North Belcher Road  
Suite 4  
Clearwater, Florida 34625

Having been named as registered agent and to accept service of process for the above stated corporation 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. I shall serve as Registered Agent until otherwise removed or until I resign pursuant to the laws of the State of Florida.

Dated 9/19/95

  
Stavros Tingirides, Esquire