

P96000000584

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PUNTA GORDA, FLORIDA 33950

HUMAN L. CORZILIUS, C.L.A.
CIVIL LITIGATION SPECIALIST

FACSIMILE (407) 837-7358
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December 18, 1995

Florida Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
12-21-95

000001671230
-12/26/95--01100--010
****122.50 ****122.50

Re: Breaker's Restaurant and Brew Pub, Inc.
Filing of Articles of Incorporation
Our File #95.535

Dear Sir/Madam:

The enclosed Articles of Incorporation for Breaker's Restaurant and Brew Pub, Inc. are submitted for purposes of filing a new corporation. Included is a check for the total amount of \$122.50 to cover the following fees:

\$ 35.00 filing of the Articles of Incorporation
\$ 35.00 for designation of and acceptance of registered agent
\$ 52.50 for certified copy of document

If we can be of further service, please contact our office at the above number.

Sincerely,

Susan L. Corzilius, CLAS

Susan L. Corzilius, C.L.A.
Civil Litigation Specialist

/sc

Enclosures

cc: Mr. Gary M. Vernsey
Mr. Charles M. Vernsey

FILED
95 DEC 26 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTER JAN 3 1996

EFFECTIVE DATE
12-21-95

FILED

95 DEC 26 PM 1:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BREAKER'S RESTAURANT AND BREW PUB, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

Name. The name of the corporation is Breaker's Restaurant and Brew Pub, Inc.

ARTICLE II

Principal Office and Initial Registered Agent. The address of the corporation's principal office 23227 Bayshore Road, City of Port Charlotte, County of Charlotte, State of Florida 33980. The name of the initial registered agent of the corporation, located at that office is Gary M. Vernsey.

ARTICLE III

Commencement of Corporate Existence. Pursuant to Section 607.167 of the Florida General Corporation Act, the existence of this corporation shall commence on the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE IV

Duration. The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE V

Purpose. The general purpose for which the corporation is organized are:

1. To engage in a restaurant business.
2. To engage in or transact any other trade or business.

ARTICLE VI

Capital Stock. The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is FIVE HUNDRED (500) shares. These shares shall be of a single class of common stock, and shall have a value of \$1.00 per share.

ARTICLE VII

Restriction on Transfer of Stock. If, at any time, a majority or more of the shareholders of the corporation enter into an agreement between and among themselves and the corporation, the corporation shall thereafter refuse to recognize any transfer of stock of the corporation unless the same is in conformity with the terms and conditions of the agreement. The preceding sentence shall not apply unless a copy of such agreement is on file in the principal office of the corporation, and unless notice of the existence of such restrictions is noted conspicuously on the face or back of the certificates of stock. For purposes of this paragraph, the term "transfer" includes any sale assignment or pledge of stock of the corporation.

ARTICLE VIII

Incorporators. The name and street address of the person signing these articles of incorporation as an incorporator is Gary M. Vernsey, 23079 Diane Avenue, Port Charlotte, Florida 33954, and Charles L. Vernsey, 156 Bell Avenue, Port Charlotte, Florida 33952.

ARTICLE IX

Management of Corporate Affairs. The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of the stockholders.

The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued.

ARTICLE X

Bylaws. The power to make, alter, amend, and rescind the bylaws of the corporation shall be reserved to the stockholders of the corporation.

ARTICLE XI

Amendment of Articles of Incorporation. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the stockholders is subject to this reservation.

ARTICLE XII

Indemnification. The corporation shall indemnify any officer or former officer to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 21 day of December, 1995.

Gary M. Vernsey
Gary M. Vernsey, Incorporator

Charles L. Vernsey
Charles L. Vernsey, Incorporator

STATE OF FLORIDA
COUNTY OF CHARLOTTE

I HEREBY CERTIFY that on the 21 day of December, 1995, before me, a Notary Public duly authorized in the State and County above to take acknowledgments, personally appeared **Gary M. Vernsey**, who is personally known to me, or has produced _____ as identification, and who did/did not take an oath, who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed his name to said instrument freely and voluntarily for the uses and purposes therein expressed.

My Commission Expires:

Paul D. Sullivan
Notary Public: PAUL SULLIVAN



PAUL D SULLIVAN
My Commission CC341015
Expires Jan. 10, 1996
Bonded by HAI
800-422-1555

STATE OF FLORIDA
COUNTY OF CHARLOTTE

I HEREBY CERTIFY that on the 21 day of December, 1995, before me, a Notary Public duly authorized in the State and County above to take acknowledgments, personally appeared **Charles L. Vernsey**, who is personally known to me, or has produced _____ as identification, and who did/did not take an oath, who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed his name to said instrument freely and voluntarily for the uses and purposes therein expressed.

My Commission Expires:

Paul Sullivan
Notary Public: PAUL SULLIVAN



PAUL D SULLIVAN
My Commission CC341018
Expires Jan. 10, 1998
Bonded by HAI
800-422-1555

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida General Corporations Act relative to keeping open said office.

Gary M. Vernsey
Gary M. Vernsey, Incorporator

FILED
95 DEC 26 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P9600000584



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 11, 1996

BREAKER'S RESTAURANT AND BREW PUB, INC.
23227 BAYSHORE ROAD
PORT CHARLOTTE, FL 33980

SUBJECT: BREAKER'S RESTAURANT AND BREW PUB, INC.
Ref. Number: P9600000584

Debit Memo #: 700803-G

This is to inform you that check #1005 in the amount of \$225.00 submitted with the annual report for BREAKER'S RESTAURANT AND BREW PUB, INC. has been returned by your bank because of ACCOUNT CLOSED.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$240.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after November 11, 1996 and a reinstatement fee of an additional \$385 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 296A00042257

P96000000584

October 22, 1996

900001983729---4
-10/23/96--01027--006
****240.00 ****240.00

REPLACEMENT FEE 1996

ANNUAL REPORT: BREAKER'S
RESTAURANT AND BREW PUB, INC.

DEBIT MEMO: # 700803-G

CHECK #: 1005