

P96000004082

January 11, 1996

Florida Secretary of State
Division of Corporations
Attn: Beth Register
409 East Gaines Street
Tallahassee, Florida 32399

000001609230
-01/16/96--01021--007
****122.50 ****122.50

Re: Top Dog Foods, Inc. Articles of Incorporation

Dear Ms. Register:

As per our conversation this date, please find enclosed, Articles of Incorporation for Top Dog Foods, Inc..

Also enclosed, please find an overnight letter envelope with completed air bill for return of Certified Articles of Incorporation.

Thank you for your help and cooperation.

Sincerely,

Michael T. Connor

Michael T. Connor

409 - 339-6095
862-0100

10-52-31 R 4.36

Amle 2066

Altamonte, George 32914

FILED
96 JAN 12 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTER JAN 12 1996

ARTICLES OF INCORPORATION OF : Top Dog Foods, Inc.

WE, the undersigned subscribers to these ARTICLES OF INCORPORATION, natural persons competent, hereby form a corporation under the laws of THE STATE OF FLORIDA.

ARTICLE I

The name of the corporation shall be: Top Dog Foods, Inc.

ARTICLE II

The general nature of the business to be transacted by this corporation is a restaurant operation and any other activities or business permitted under the laws of The United States of America and The State of Florida.

To manufacturer, 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 is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, hold mortgage, sell convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in The State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness as required.

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

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 evidence of indebtedness created by any other corporation of The State of Florida, or any other state of government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III

The maximum number of shares that the corporation is authorized to have outstanding at any one time is:

5,000 shares
\$1,000.00 par value

ARTICLE IV

The amount of capital with which this corporation will begin business is not less than One Thousand dollars (\$1,000.00).

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial street address in this state of the principal office of this corporation is:

1052 West State Road 436 Suite 1016-1018
Altamonte Springs, FL 32714

The corporation may, from time to time, move the principal office to any other address in Florida, and may establish branch offices at such other places within or without The State of Florida as may be determined and deemed expedient.

ARTICLE VII

This corporation shall not have directors, but will be managed by the stockholders.

ARTICLE VIII

The names and street addresses of the officers of the corporation, who, subject to this Charter, bylaws of the corporation, and the laws of The State of Florida, shall hold office for the first year of the corporation's existence, or until an election is held by the stockholders for the election of permanent officers, or until their successors have been duly elected and qualified, are:

Name	Office	Address
Michael T. Connor	President Secretary	357 Ridgewood Street Altamonte Springs, FL 32701
Daniel Newhaller	Vice-President Treasurer	2114 Palm View Drive Apopka, FL 32712

ARTICLE IX

The names and street addresses of the subscribers of these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefor are:

Name	Address	Shares	Consideration
Michael Connor	357 Ridgewood Street Altamonte Springs, FL 32714	10	\$10,000.00
Daniel Newhaller	2114 Palm View Drive Apopka, FL 32714	10	\$10,000.00

ARTICLE X

The initial designation of the registered office of this corporation shall be:

**1052 West State Road 436 Suite 2066
Altamonte Springs, FL 32714**

and the registered agent shall be: **Michael T. Connor**

to accept service of process within this state until changed according to law.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, we, the incorporators above named, have hereunto set our hands and seals this day of January 11, 1996.



Michael T. Connor



Daniel Newhaller

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for The Florida Corporation , Top Dog Foods, Inc..

Michael T. Connor

Michael T. Connor

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000004082

LAW OFFICES
JAMES P. PANICO
PROFESSIONAL ASSOCIATION
111 SOUTH MAITLAND AVENUE
MAITLAND, FLORIDA 32751-8697

CORPORATION AND BUSINESS LAW
WILLS, ESTATES AND ESTATE PLANNING
REAL PROPERTY LAW

May 21, 1996

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

Re: Top Dog Foods, Inc.

Gentlemen:

Enclosed herewith please find original Articles of Amendment to the above referenced corporation.

Also enclosed is our firm's check in the amount of \$35.00 for your filing fee herein. Please return confirm of the filing to the undersigned.

Thank you for your prompt attention in this matter.

Yours very truly,


James P. Panico

JPP/sr
Enc.

FILED
96 MAY 23 PM 2:15
TELEPHONE 904 847-1400
FAX 1407 847-1400
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

600001837666
-05/24/96--01008--002
*****35.00 *****35.00

N/C

WKS JUN 4 1996

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
TOP DOG FOODS, INC.**

The undersigned, being all of the directors, officers and stockholders of TOP DOG FOODS, INC., a Florida corporation, pursuant to Florida Statute 607.181, hereby manifest their intent that the Articles of Incorporation be amended in the following respect:

1. That the name of the Corporation be amended from:

TOP DOG FOODS, INC.

to

SLY DOG GRILL, INC.

2. The foregoing instrument was adopted by the directors and shareholders of this corporation on May 14, 1996.

IN WITNESS WHEREOF, the undersigned being a majority of the directors, officers and stockholders of the aforementioned corporation, hereunto set their hands and seals at Altamonte Springs, Florida on this 14 day of May, 1996.

TOP DOG FOODS, INC.

By: 
Daniel Newhall, V.P., Sec.,
Tres./Stockholder

By: 
Michael T. Connor, Pres./
Stockholder

By: 
Margaret Connor, Stockholder

FILED
96 MAY 23 PM 3:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA