

P96000004652

DEVANE, MUNHON, ALLEN & YANCEY
ATTORNEYS AT LAW

JERRY A. DEVANE
PETER J. MUNHON
PHILIP O. ALLEN
JAMES A. YANCEY

M. CRAIG HADLEY
OF COUNSEL

1701 SOUTH FLORIDA AVENUE
LAKELAND, FLORIDA 33803
POST OFFICE BOX 1020
LAKELAND, FLORIDA 33802
TELEPHONE
(941) 688-5501
FAX (941) 683-5917

January 8, 1996

Secretary of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32314

400001687104
-01/11/96--01075--017
*****70.00 *****70.00

RE: CRISPER'S RESTAURANTS, INC.

Dear Sirs:

We are enclosing the original Articles of Incorporation of CRISPER'S RESTAURANTS, INC., subject to your approval. We are also enclosing the Certificate Designating Registered Agent, together with a check in the amount of \$70.00 representing payment of the filing fee and filing fee for the Designation of the Registered Agent.

Please confirm the filing of these Articles.

Your prompt attention to this matter will be sincerely appreciated.

Sincerely,

Leisha P. Thompson

Leisha P. Thompson
Secretary to Peter J. Munson

lpt
enclosures

FILED
JAN 11 AM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 15, 1995

PETER J. MUNSON, ESQ.
DEVANE, MUNSON, ALLEN & YANCEY
P.O. BOX 1028
LAKELAND, FL 33802

The name CRISPER'S RESTAURANTS, INC. has been reserved for 120 days beginning December 15, 1995. The reservation number is R95000005666 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 995A00054279

ARTICLES OF INCORPORATION
OF
CRISPER'S RESTAURANTS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is:

CRISPER'S RESTAURANTS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and the initial registered office of this corporation is 1701 South Florida Avenue, Lakeland, Florida 33803, and the name and address of the initial registered agent of this corporation is PETER J. MUNSON, 1701 South Florida Avenue, Lakeland, Florida 33803.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM J. WHITAKER	3615 South Florida Avenue Lakeland, Florida 33803
PETER J. MUNSON	1701 South Florida Avenue Lakeland, Florida 33803

ARTICLE VIII - INCORPORATOR

The name and address of the subscriber to these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM J. WHITAKER	3615 South Florida Avenue Lakeland, Florida 33803

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of ^{JANUARY 1996} ~~December~~, 1995.


WILLIAM J. WHITAKER

STATE OF FLORIDA)
COUNTY OF POLK)

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County aforesaid, personally appeared WILLIAM J. WHITAKER, personally known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Lakeland, Polk County, Florida, this 4th day of ~~December~~ ^{January}, 1995.

Dianne D. Sloan
Notary Public
State of Florida at Large

My Commission Expires:



DIANNE D. SLOAN
MY COMMISSION # CC487418 EXPIRES
May 21, 1999
BONDED THRU TROY FARM INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: That CRISPER'S RESTAURANTS, INC., desiring to organize
or qualify under the laws of the State of Florida, with its
principal place of business at the City of Lakeland, State of
Florida, has named PETER J. MUNSON, located at 1701 South Florida
Avenue, Lakeland, Florida 33803, as its agent to accept service of
process within Florida.

SIGNATURE

William J. Whiteaker
(Corporate Officer)

TITLE

PRES.

DATE

1/4/96

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.

SIGNATURE

P. J. Munson
(Registered Agent)

DATE

1/4/96

FILED
96 JAN 11 PM 2:25
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

PETERSON & MYERS, P.A.

ATTORNEYS AT LAW

J. HARDIN PETERSON, BN (1804-1978)
MICHAEL W. CREWS (1941-1991)

PHILIP O. ALLEN
JACK H. BRADSHAW
BEACH A. BROOKS, JR.
J. DAVID CONNOR
MICHAEL B. CRAIG
ROY A. CRAIG, JR.
JACOB C. DYKHOORN
DENNIS P. JOHNSON
KEVIN C. KNOWLTON
DOUGLAS A. LOCKWOOD, III
M. CRAIG MABBEY
PETER J. MUNSON
CORNEAL B. MYERS
CORNELIUS H. MYERS, III
ROBERT C. PUTERBAUGH
ADEL A. PUTNAM
THOMAS D. PUTNAM, JR.
DEBORAH A. RUSTEN
STEPHEN R. DENN
ANDREA TEVES SMITH
KEITH H. WADSWORTH
KERRY M. WILSON

P.O. BOX 1079
LAKE WALES, FLORIDA 33859-1079
130 EAST CENTRAL AVENUE
LAKE WALES, FLORIDA 33853
(841) 678-7611
(841) 683-8848
FAX 678-0643

P.O. BOX 24628
LAKELAND, FLORIDA 33802-4628
100 EAST MAIN STREET
LAKELAND, FLORIDA 33801
(841) 683-8911
(841) 678-6834
FAX 682-8031

P.O. DRAWER 7808
WINTER HAVEN, FLORIDA 33883-7808
141 8TH STREET, NW, SUITE 300
WINTER HAVEN, FLORIDA 33881
(841) 884-3380
FAX 888-8488

PLEASE REPLY TO

February 6, 1996

P96000004652

Secretary of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32314

RE: CRISPER'S RESTAURANTS, INC.
P96000004652

Dear Sirs:

Please be advised that the address of the above-referenced corporation has been changed. Please correct your corporate records to show the new mailing address of Crisper's Restaurants, Inc. to be:

Peter J. Munson, Registered Agent
100 East Main Street
Post Office Box 24628
Lakeland, Florida 33802

Thank you for your attention to this matter. If you have any questions, or need additional information, please contact me.

Sincerely,


Peter J. Munson

KS
12-2

PJM/sd