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1/17/96

FLORIDA DIVISION OF CORPORATIONS

9:27 AM

((H96000000799))

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TO: DIVISION OF CORPORATIONS

FROM: CARLTON, FIELDS OF WEST PALM BEACH

DEPARTMENT OF STATE

222 LAKEVIEW AVE

STATE OF FLORIDA

SUITE 1400

409 EAST GAINES STREET

WEST PALM BEACH FL 33401-0000

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ROCKWELL'S RESTAURANTS, INC.

FAX AUDIT NUMBER: H96000000799

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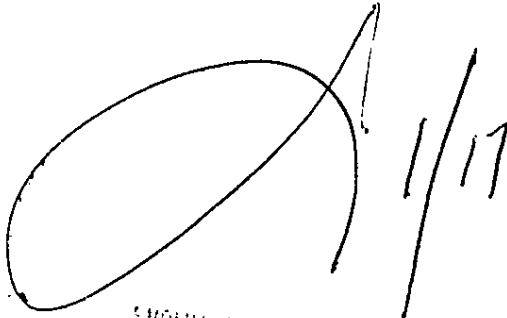
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96 JAN 17 AM 10:08
DIVISION OF CORPORATIONS

SENT BY:

1-17-00 10:45AM 1 CARLTON FIELDS WPB-

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ARTICLES OF INCORPORATION
OF
ROCKWELL'S RESTAURANTS, INC.

FILED
56 JAN 17 PM 5:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, for the purposes of forming a corporation for profit under Chapter 607 of the laws of the State of Florida, hereby subscribes to, acknowledges and files the following Articles of Incorporation.

ARTICLE I

Name and Address of Principal Office

The name of the corporation shall be ROCKWELL'S RESTAURANTS, INC.

The principal office of the corporation is located at 515 North Flagler Drive, 20th Floor, West Palm Beach, Florida 33401.

ARTICLE II

Duration

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles if permitted by law; if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

PREPARED BY: LYNDIA J. HARRIS, ESQ.
CARLTON, FIELDS, WARD, EMANUEL, SMITH & CUTLER, P.A.
222 LAKEVIEW AVENUE, SUITE 1400
P. O. BOX 150
WEST PALM BEACH, FLORIDA 33402
FLORIDA BAR NO: 462144

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ARTICLE III**Nature of Business**

The general nature of business of the corporation shall be as follows:

1. The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

2. To own and operate restaurants to serve the general public or as private clubs, as the Directors shall determine, and to provide all related services, including without limitation, private parties, banquets, catering, etc.

3. To apply for, purchase, or in any manner to acquire, to hold, own, use and operate; to sell or in any manner dispose of, to grant or license other rights, interests, inventions, improvements and processes used in connection with or secured under letters, patents or copyrights of the United States of America or other countries or otherwise, and to work, operate and/or develop the same.

4. To purchase, lease or otherwise acquire, and to hold, own, sell or dispose of real and personal property of all kinds, and in particular, lands, buildings, business concerns and undertakings, shares of stock, mortgages, bonds, debentures and other securities, merchandise, book debts and claims, trade marks, trade names, and any interest in real or personal property.

5. To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures and other obligations from time to time for the purchase of property, or for any purpose in or about the business of the corporation, and if deemed proper, to secure the payment of any such obligation by mortgage, pledge, deed of trust or otherwise.

6. To acquire and take over as a going concern, and thereafter to carry on the business of any person, firm or corporation engaged in any business which this corporation is authorized to carry on, and in connection therewith to acquire the goodwill and all or any of the assets, and to assume or otherwise provide for all or any of the liabilities of any such business.

7. To carry on business at any place or places within the jurisdiction of the United States of America, and in any and all

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foreign countries, and to purchase, hold, mortgage, convey, lease or otherwise dispose of and deal with real and personal property at any such place or places.

8. To carry on business at any place or places within the jurisdiction of the United States of America, and in any and all foreign countries, and to purchase, hold, mortgage, convey, lease or otherwise dispose of and deal with real and personal property at any such place or places.

9. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of the corporation or business of a similar nature, with any person, firm, corporation, private, public or municipal body politic under the government of the United States of America, of any state, territory or colony thereof, or any foreign government, so far as, and to the extent that the same may be done and performed by corporations under applicable law.

10. To do all and every thing necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms, or individuals, and either as principals or agents, and to do every act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes of powers of any of them.

11. In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties.

12. The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida upon corporations for profit.

ARTICLE IV

Capital Stock

This corporation is authorized to issue ten thousand (10,000) shares of One and No/100 Dollars (\$1.00) par value capital stock, which shall be designated as "common shares". The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares.

All the shares of such common stock shall be paid for in cash,

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or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefore shall have been paid.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 515 North Flagler Drive, 20th Floor, West Palm Beach, Florida, and the name of the initial registered agent of this corporation at that address is Nick Jolly.

ARTICLE VI

Initial Board of Directors

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders. The name and address of the initial directors of this corporation, who, unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are:

Nick Jolly
9695 Gardenia Drive
Palm Beach Gardens, Florida 33410

Warren B. Mosler
250 Australian Avenue South
Suite 600
West Palm Beach, Florida 33401

At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation be managed by the stockholders.

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ARTICLE VII

Subscribers

The name and address of the person signing these Articles as subscriber is:

Nick Jolly
9695 Gardenia Drive
Palm Beach Gardens, Florida 33410

ARTICLE VIII

Bylaws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the corporation.

ARTICLE IX

Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director, of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE X

Working Capital

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

ARTICLE XI

Amendment

The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinbefore named, for the purpose of forming a corporation for profit to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 16th day of January, 1996.


NICK JOLLY

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.


NICK JOLLY

FILED
95 JAN 17 PM 5:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SENT BY:

1-17-90 10:47AM 1 CARLTON FIELDS WPB-

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STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 16th day of January, 1996, by NICK JOLLY. He [please check as applicable] / ☒ / is personally known to me, or has produced / / his (state) driver's license, or / / her (type of identification) as identification, and did not take an oath.

Stephanie D. Whitfield
(Signature)

(NOTARIAL SEAL)

(Printed Name)
NOTARY PUBLIC, STATE OF
(Commission Expiration Date)

(Serial Number, If Any)



STEPHANIE D. WHITFIELD
MY COMMISSION # CC408181 EXPIRES
September 22, 1996
BONDED THROUGH THE FARM BUREAU OF FLORIDA, INC.