

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 _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

DMC
1.26.96

RE: Churchills Restaurant,
Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
✓ Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
✓ () Cert. Copy(s)		
Art. of Amend., File		
Dissolution/Withdrawal		
C U S.		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
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.....	\$

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY *Jen* _____

WALK-IN Will Pick Up *1/26/96 1:00*

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 Annum.

THANK YOU
from
Your Capital Connection

FILED
96 JAN 26 PM 2:11
RECEIVED
96 JAN 26 PM 12:38
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

Churchill's Restaurant, Inc.

FILED

96 JAN 26 PM 2:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting heroby as Incorporator for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit, pursuant to Chapter 607, Florida Statutes, and other applicable law, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be Churchill's Restaurant, Inc..

ARTICLE II

ADDRESS AND REGISTERED OFFICE

The street address of the principal place of business of this corporation is hereby designated to be 21 Avenida Menendez, St. Augustine, FL 32084. The principal place of business and registered office may be changed in accordance with the By-Laws of the corporation or by appropriate action of the Board of Directors. The initial Registered Agent of this corporation whose business office is the same as the registered office is hereby designated to be:

RANDY LANCE
21 Avenida Menendez
St. Augustine, FL 32084

ARTICLE III

NATURE OF BUSINESS

The corporation may transact any and all lawful business for which corporation may be incorporated under the Florida General Corporation act.

ARTICLE IV

BY-LAWS

The corporation may in its By-Laws make any other provisions or requirements for the management or conduct of the business of the corporation, provided with same is not inconsistent with the provisions of this certificate, or contrary to the laws of this State or of the United States provisions or requirements for the management or conduct of the business of the corporation, provided the same is not inconsistent with the provisions of this certificate, or contrary to the laws of this State or of the United States.

ARTICLE V

CAPITAL STOCK

The aggregate number of shares which this corporation has authority to issue is ONE THOUSAND (1,000) SHARES, all of which shall be common shares with par value of One Dollar (\$1.00) per share.

ARTICLE VI

INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be ONE HUNDRED AND 00/100 DOLLARS

(\$100.00).

ARTICLE VII

TERM OF EXISTENCE

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE VIII

DIRECTORS

This corporation shall initially have one (1) director. The number of directors may be increased from time to time in accordance with the provisions of the corporation by-laws adopted by the stockholders. The name and address of the Director is:

KEVIN CARLSON	401 Ocean Drive St. Augustine, FL 32084
---------------	--

ARTICLE IX

OFFICERS

This corporation shall initially have one (1) officer: President. The officers of this corporation need not be stockholders.

ARTICLE X

INITIAL OFFICERS

The name and post office address of the officer who shall hold office for the first year of the existence of the corporation or until his successors are elected or appointed and have qualified is:

KEVIN CARLSON
President

401 Ocean Drive
St. Augustine, FL 32084

ARTICLE XI

INCORPORATORS

The name and address of the incorporator is:

RANDY LANCE


21 Avonida Menendez
St. Augustine, FL 32084

ARTICLE XII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has made and subscribed to the foregoing Articles of Incorporation on this 25th day of January, 1996.



RANDY LANCE

STATE OF FLORIDA
COUNTY OF ST. JOHNS

I, the undersigned, an officer authorized to administer oaths and take acknowledgments in and for the State of Florida, do hereby certify that on the 25th day of January, 1996, personally came before me, RANDY LANCE and signed the foregoing Article of Incorporation, and acknowledged to and before me that he executed the same as his free act and deed, for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my

official seal at St. Augustine, St. Johns County, Florida, the day
and year aforesaid.

Notary Stamp/Seal:



☒ Personally known
☐ Produced ID:

A handwritten signature in dark ink, appearing to be "KA", written over a horizontal line.

KAREN ANDERSON
Notary Public
State of Florida at Large

FILED

96 JAN 26 PM 2:11

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - That Churchill's Restaurant, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of St. Augustine, County of St. Johns, State of Florida, has named Randy Lance located at 21 Avenida Menendez, St. Augustine, FL 32084, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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 said Act relative to keeping open said office.



RANDY LANCE
Registered Agent