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PREPARED BY
LEGAL & FINANCIAL SERVICE

P7600018253

REFERENCE # 020002 6209A

AUTHORIZATION #

COST LIMIT # \$ PREPAID

ORDER DATE # February 1, 1996

ORDER TIME # 9:55 AM

ORDER NO. # 020002

CUSTOMER NO# 6209A

CUSTOMER# H. John Feldman, Esq
CAUTHEN & FELDMAN

215 N. Joanna Avenue

Tallahassee, FL 32378-3200

200001703852
-02/01/96---01056---004
*****70.00 *****70.00

EFFECTIVE DATE
JAN 31 1996

DOMESTIC FILING

NAME# BRANDY'S BRISTOL, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON# Unassigned

EXAMINER'S INITIALS:

FILED
96 FEB - 1 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN FEB - 1 1996

EFFECTIVE DATE
JAN 5 1996

**ARTICLES OF INCORPORATION
OF
BRANDY'S BRISTO, INC.**

FILED
96 FEB -1 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person(s) of legal age, acting as Incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name and address of this corporation shall be: **BRANDY'S BRISTO, INC.**, 916 Perkins Street, Leesburg, FL 34748.

ARTICLE II

Purposes

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

ARTICLE III

Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 10,000 shares of common stock each with a par value of \$1.00.

ARTICLE IV

Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator is:

NAME

ADDRESS

Marilyn E. Gondolfo

1013 North Shore Drive
Leesburg, FL 34748

The names and addresses of the Director(s) is/are:

NAME

ADDRESS

Robin L. Ross

916 Perkins Street
Leesburg, FL 34748

Marilyn E. Gondolfo

1013 North Shore Drive
Leesburg, FL 34748

ARTICLE V
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

ARTICLE VII
Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII
Directors

A. The business of the corporation shall be managed initially by a board of two (2) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

C. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

D. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

E. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX **Effective Date**

The date that corporate existence shall begin shall be January 31, 1996. This election is pursuant to Florida Statute 607.0203.

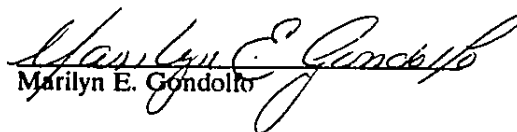
ARTICLE X **Registered Office and Registered Agent**

The address of the initial registered office of this corporation is 1013 North Shore Drive, Leesburg, FL 34748. The name of the Registered Agent of this corporation is Marilyn E. Gondolfo at the above office address.

ARTICLE XI **Bylaws**

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

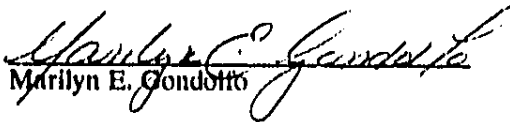
IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this January 31, 1996.


Marilyn E. Gondolfo

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as Initial Registered Agent for Marilyn E. Gondolfo, as stated in these Articles of Incorporation.

Dated: January 31, 1996


Marilyn E. Gondolfo

FILED
96 FEB -1 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000010253

CAUTHEN & FELDMAN, P.A.

Attorneys at Law
215 North Joanna Avenue
Tallahassee, FL 32301
(352) 343-2225
FAX (352) 343-7759

William H. Cauthen
H. John Feldman
K. Wade Boyette, Jr.

J. Carter Perkins,
of Counsel

February 12, 1996

VIA CERTIFIED MAIL
No. P 601 192 968

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

100001717451
-02/16/96--01098--001
*****35.00 *****35.00

RE: Brandy's Bistro, Inc.
Our File No. 95-330-1

Dear Sir:

Enclosed please find the following in connection with the captioned corporation:

1. Amendment to Articles of Incorporation (with a copy for stamping and return)
2. \$35.00 filing fee
3. Envelope for return of copy of filed document.

Very truly yours,

CAUTHEN & FELDMAN, P.A.


H. John Feldman

HJF:lh
Enclosures
cc: Marilyn E. Gondolfo (w/encl)

~~6076-3766~~

N/c

VS APR 18 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 20, 1996

H. JOHN FELDMAN
215 NORTH JOANNA AVE.
TAVARES, FL 32778-3200

SUBJECT: BRANDY'S BRISTO, INC.
Ref. Number: P96000010253

We have received your document for BRANDY'S BRISTO, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

If shareholder approval was not required, a statement to that effect must be contained in the document.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 096A00007368

COPY

CAUTHEN & FELDMAN, P.A.

Attorneys at Law
215 North Jomua Avenue
Tallahassee, FL 32378-3200
(904) 343-2225
FAX (904) 343-7759

William H. Cauthen
H. John Feldman
K. Wade Boyette, Jr.

J. Carter Perkins,
of Counsel

March 1, 1996

VIA CERTIFIED MAIL
No. P 601 192 967

Velma Shepard
Corporate Specialist
Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32314

RE: Brandy's Bristo, Inc.
Reference No. P96000010253
(Our File No. 95-330-1)

Dear Ms. Shepard:

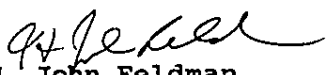
In response to your February 20, 1996, letter regarding the captioned corporation, a copy of which is attached hereto, enclosed are the original and one copy of the Articles of Incorporation which show that the amendment was adopted by the shareholders in a number sufficient for approval. You have our \$35.00 check for filing the amendment.

Please return the enclosed copy of the Articles of Amendment stamped to reflect the filing information.

Please call if there are any questions or problems regarding this matter.

Very truly yours,

CAUTHEN & FELDMAN, P.A.


H. John Feldman

HJF/lh
Enclosures
cc: Marilyn E. Gondolfo (w/encl)

RECEIVED
96 APR 16 PM 4:31
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
of
BRANDY'S BRISTO, INC.

FILED
96 APR 16 AM 9:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article I of the Articles of Incorporation of **BRANDY'S BRISTO, INC.** is hereby amended in its entirety to read as follows:


ARTICLE I
Name

The name and address of this corporation shall be: **BRANDY'S BISTRO, INC.**, 916 Perkins Street, Leesburg, FL 34748.

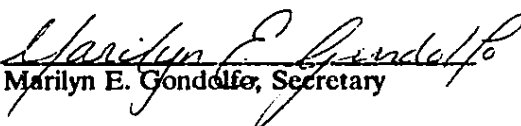
The foregoing amendment was adopted by the shareholders of this Corporation on the February 12, 1996, and the number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and Secretary executed these Articles of Amendment this February 22, 1996.

BRANDY'S BRISTO, INC.

By: 
Marilyn E. Gondolfo, President

ATTEST:


Marilyn E. Gondolfo, Secretary