

Law Offices  
Hershoff, Lupino,  
DeFoor & Gregg, P.A.

ATTORNEYS AT LAW

JAY A. HERSHOFF  
JAMES S. LUPINO  
J. ALLISON DEFOOR, II  
MARK H. GREGG  
MARK R. KOHL  
KURT A. VON GONTEN

EFFECTIVE DATE  
1/25/96

OF COUNSEL

MADRICH JAY KUTNER  
MICHAEL R. STORACE

January 26, 1996

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

RE: Kenny's Place, Inc.

Dear Sir/Madam:

6000001703746  
-02/01/96--01040--007  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed please find two original sets of Articles of Incorporation of Kenney's Place, Inc., together with my check in the amount of \$122.50 to cover the cost of the filing fee and a certified copy of the Articles of Incorporation.

Please have the enclosed documents filed and return to me a certified copy of the Articles.

If you have any questions, please feel free to call. Thank you.

Sincerely,

JAMES S. LUPINO, ESQUIRE  
JSL:laf

Enclosures

cc: Mr. and Mrs. Kenneth Lasseter

3477.laf

FILED  
96 FEB -1 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

KEY LARGO  
100360 OVERSEAS HIGHWAY  
KEY LARGO, FLORIDA 33037  
(305) 451-1200  
(305) 451-1256 FAX

TAVERNIER  
90130 OLD HIGHWAY  
TAVERNIER, FLORIDA 33070  
(305) 852-8440  
(305) 852-8848 FAX

MIAMI  
5975 SUNSET DRIVE, SUITE 504  
MIAMI, FLORIDA 33143  
(305) 661-4221  
(305) 665-2334 FAX

EFFECTIVE DATE  
1/26/96

**ARTICLES OF INCORPORATION  
OF  
KENNY'S PLACE, INC.**

**FILED**  
96 FEB -1 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The corporation is organized under the laws of the State of Florida, by and under the provisions of said State providing for the formation, liabilities, rights and privileges and immunities of a corporation for profit. We, the undersigned incorporators of this corporation under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

**ARTICLE I**

**Name**

The name and address of the Corporation is:

**KENNY'S PLACE, INC.**  
101611 Overseas Highway  
Key Largo, FL 33037

**ARTICLE II**

**Purpose**

The general nature of the business and the objects and purposes proposed to be transacted and carried on by and powers of this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

Conduct the primary business of: A restaurant.

1. To purchase, lease or otherwise acquire, own, hold, use, improve, build upon, construct, equip, license, manage and operate,

mortgage, sell, let, convey or otherwise dispose of, real and personal property, either within or without the State of Florida, in the United States, and in foreign countries, and any interest therein, necessary or convenient for the purposes herein expressed, including stores, shops, plants and commissaries to be used in or in connection with its business.

2. To do everything necessary and proper for the accomplishment of any of the purposes, or the obtaining of any of the objects, or the furtherances of any other purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary for the protection and benefit of the Corporation and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherances of such purposes or objects of the corporation.

3. The foregoing paragraphs shall be construed as enumerating both the objects and the purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

### **ARTICLE III**

#### **Stocks**

The maximum number of shares of stock that the Corporation is

authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One and no/100ths (\$1.00) Dollar per share.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

#### **ARTICLE IV**

##### **Initial Capital**

The amount of capital with which the Corporation will begin business is in excess of Five Hundred and no/100ths (\$500.00) Dollars.

#### **ARTICLE V**

##### **Term of Existence**

The Corporation is to exist perpetually commencing on the date and acknowledgment of these Articles.

#### **ARTICLE VI**

##### **Initial Registered Agent and Address**

The address of its initial registered office is 552 Ocean Dr., Key Largo, FL, 33037, and the name of its initial Registered Agent of the Corporation at that address is **KENNETH C. LASSETER.**

## **ARTICLE VII**

### **Directors**

The initial number of directors of this corporation shall be three (3). The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1).

The names and addresses of the members of the first Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

#### **NAME**

#### **ADDRESS**

Kenneth C. Lasseter 552 Ocean Dr., Key Largo, FL, 33037

Kathy Lasseter 552 Ocean Dr., Key Largo, FL, 33037

Kenneth C. Lasseter, III 552 Ocean Dr., Key Largo, FL, 33037

## **ARTICLE VIII**

### **Subscribers**

The names and street addresses of the persons signing the Articles of Incorporation as Subscribers, duly licensed under the Laws of the State of Florida to render services as such, the number of share of stock they agree to take, and the value of the consideration therefor are:

**NAME**

**ADDRESS**

Kathy Lasseter                      552 Ocean Dr., Key Largo, FL, 33037  
Kenneth C. Lasseter, III 552 Ocean Dr., Key Largo, FL, 33037

**ARTICLE IX**

**Voting Trusts**

No shareholder of the Corporation shall enter into a Voting Trust Agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

**ARTICLE X**

**Indemnification**

The Corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

**ARTICLE XI**

**Removal of Directors**

Any director of the Corporation may be removed at any annual or special meeting of the shareholders by the same vote as that required to elect a director.

## ARTICLE XII

### Additional Corporate Powers

In furtherance and not in limitation of the general powers conferred by the Laws of the State of Florida and of the purposes and objects hereinabove stated, the Corporation shall have all of the following powers:

1. From time to time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders; and no document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

2. The corporation may, in its By-Laws, confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

3. Both stockholders and directors shall have power, if the By-Laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes of the State of Florida) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

4. The corporation reserves the right to amend, alter,



change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by Statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

#### ARTICLE XIII

##### Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the subscribers have executed these Articles of Incorporation, this 25<sup>th</sup> day of January, 1996.

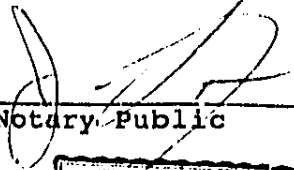
  
KATHY LASSETER  
  
KENNETH C. LASSETER, III



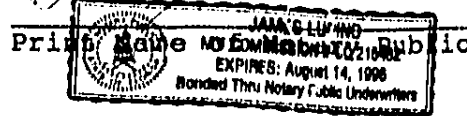
State of Florida

County of Monroe

The foregoing instrument was acknowledged before me this 25  
day of January, 1996 by **KATHY LASSETER AND KENNETH C. LASSETER, III**  
who are personally known to me or who have produced \_\_\_\_\_  
\_\_\_\_\_ as identification and who did (did not) take an  
oath.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:



3418, Laf

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

FILED  
96 FEB -1 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 and 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


1. The name of the corporation is **KENNY'S PLACE, INC.**
2. The name and address of the registered agent and office is:


**KENNETH C. LASSETER**  
552 Ocean Dr.  
Key Largo, FL 33037

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
**KENNETH C. LASSETER,**  
Registered Agent

  
**KENNETH C. LASSETER,**  
Incorporator

  
**KATHY LASSETER,** Incorporator

  
**KENNETH C. LASSETER, III,**  
Incorporator

Dated: 1/25/96