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July 29, 1993

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Florida Department of State
Division Of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
2-19-96

Re: TOM & BETTY'S RESTAURANTS
OUR REFERENCE NO. 12904

Dear Sir/Madam:

I am enclosing for filing the Articles of Incorporation and Certificate of Acceptance of Designation of Registered Agent of TOM & BETTY'S RESTAURANTS, INC., relative to the above-referenced matter. Also enclosed is our check, in the amount of \$122.50, representing the filing fee.

We would appreciate your filing these documents and returning the certified/receipt stamped copies by regular mail to us at your earliest convenience.

Please contact our office should you have any questions or concerns. Thank you for your assistance and prompt response.

Very truly yours,

Jeane Dempsey
Jeane Dempsey
Paralegal

*Conflict
DT 14042??
Jeane will call bank
on this.
Paul Gritsch is also
involved in this
transaction per
Jeane Dempsey
BR 3/4/96*

FILED
96 FEB 27 AM 10:
SECRETARY OF S
TALLAHASSEE FL

EFFECTIVE DATE
2-19-76

ARTICLES OF INCORPORATION

OF

TOM & BETTY'S RESTAURANTS, INC.

FILED
96 FEB 27 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is "Tom & Betty's Restaurants, Inc."

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of operating a restaurant and engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of common stock having a par value of One Tenth of One Dollar (\$.10) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of execution of these Articles.

ARTICLE V

PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the business of the corporation shall be 9550-29 Baymeadows Road, Jacksonville, Florida 32256. The Board of directors may, from time to time, change the principal office and mailing address to any other address in Florida.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 9550-29 Baymeadows Road, Jacksonville, Florida 32256, and the name of the initial registered agent of this corporation at that address is Christina R. Fritsch. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number

of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------------|---|
| Christina R. Fritsch | 1225 Challen Avenue Jacksonville, FL 32205 |
| Charles A. Lampa | 2742 Riverside Avenue #10 Jacksonville, FL 32205 |

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator of this corporation is:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------------|---|
| Christina R. Fritsch | 1225 Challen Avenue Jacksonville, FL 32205 |

ARTICLE IX

BYLAWS

Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may proscribe in any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 19th day of February, 1996.

Christina R. Fritsch (SEAL)
Christina R. Fritsch, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 19th day of February, 1996, by Christina R. Fritsch, who is personally known to me or who has produced drivers license F63211667677 as identification.



WILLIAM L. THOMPSON, JR.
My Comm. Exp. Sept. 11, 1999
Comm. No. CC 479758
Bonded thru Pichard Ins. Agcy.

(SEAL)

William L. Thompson, Jr.
Print Name: William L. Thompson, Jr.
Notary Public, State of Florida
My Commission expires: 9-11-99
Commission Number: CC 479758

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
TOM & BETTY'S RESTAURANTS, INC.**

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Tom & Betty's Restaurants, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 9550-29 Baymeadows Road, Jacksonville, Florida 32256.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 19th day of February, 1996.


Christina R. Fritsch
Registered Agent

114319

FILED
96 FEB 27 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA