

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-9911

800-342-8086



9600023003

ACCOUNT NO. : 0721000000037

REFERENCE : 076052 4326591

AUTHORIZATION : *Patricia Pyjunt*

COST : 122.50

ORDER DATE : March 11, 1996

ORDER TIME : 9:10 AM

FILE FIRST!!!!

ORDER NO. : 076052

200001738672

CUSTOMER NO. : 4326591

CUSTOMER: Jeffrey C. Shannon, Esq
FOWLER WHITE GILLEN ROGGS
VILLAREAL & BANKER, P.A.
501 East Kennedy Boulevard

Tampa, FL 33602

EFFECTIVE DATE

MAR - 6 1996

DOMESTIC FILING

NAME: COLUMBIA RESTAURANTS, INC.

EFFECTIVE DATE: MARCH 6, 1996

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

SECRETARY OF STATE - TALLAHASSEE, FLORIDA

5329

T. BROWN MAR 14 1996

RECEIVED
96 MAR 11 AM 11:13
DIVISION OF CORPORATION

FILED
96 MAR 11 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 12, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: COLUMBIA RESTAURANTS, INC.
Ref. Number: W9600005329

Please
give original
file data.

Resubmit

Teresa -
This was
cleared through.
Sharon Tala.
Thanks! ✓

We have received your document for COLUMBIA RESTAURANTS, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

In reviewing our records, we note there is a(n) COLUMBIA RESTAURANT INC, Document number 127550, in existence.

Because of the similarities between the existing corporation and the one you are now seeking to file with us, and because it is our duty to assure that all fees due this office in accordance with section 607.0130(2)(c), Florida Statutes, are collected, we are returning the articles of incorporation unfiled and must request you return the existing corporation to good standing by completing the enclosed reinstatement application and submitting it with the appropriate fees

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years 1994 through the current year, \$138.75 supplemental fee for the years 1992 forward. The total fee to file the reinstatement is \$, therefore, there is a balance of \$ due. Add an additional \$8.75 for each certificate of status requested.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 396A00010865

EFFECTIVE DATE
MAR - 6 1996

ARTICLES OF INCORPORATION
OF
COLUMBIA RESTAURANTS GROUP, INC.

FILED
96 MAR 11 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

Columbia Restaurants GROUP, INC.

The principal office and mailing address of this corporation shall be:

2025 East 7th Avenue
Tampa, Florida 33605

ARTICLE II

Existence of Corporation

This corporation shall begin existence on March 6, 1996, and shall have perpetual existence.

ARTICLE III

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

General Powers

The corporation shall have power:

(a) To sue and be sued, complain, and defend in its corporate name.

(b) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it.

(c) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.

(d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

(e) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.

(f) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity.

(g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other

securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation.

(h) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.

(i) To conduct its business, locate offices, and exercise the powers granted by law within or without this state.

(j) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit.

(k) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for managing the business and regulating the affairs of the corporation.

(l) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(m) To transact any lawful business that will aid governmental policy.

(n) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 501 East Kennedy Boulevard, Suite 1700, Tampa, Florida 33602 and the name of the corporation's initial registered agent at such address is Jeffrey C. Shannon. The corporation may change its registered office or its registered agent or both by filing with

the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VII

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be three (3), and the name and address of each person who is to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
Adela Gonzmart	2025 East 7th Avenue Tampa, Florida 33605
Richard Gonzmart	2025 East 7th Avenue Tampa, Florida 33605
Casey Gonzmart	2025 East 7th Avenue Tampa, Florida 33605

ARTICLE VIII

Incorporator

The name and address of the incorporator of this corporation is as follows:

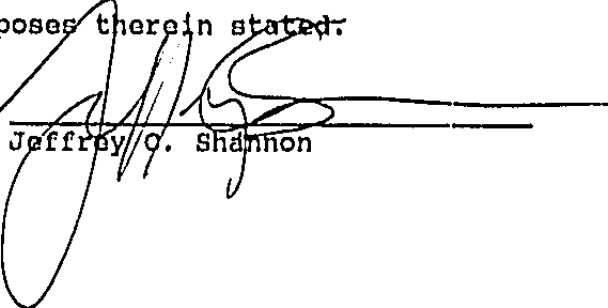
<u>Name</u>	<u>Address</u>
Jeffrey C. Shannon	501 East Kennedy Boulevard Suite 1700 Tampa, Florida 33602

ARTICLE IX

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter proscribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

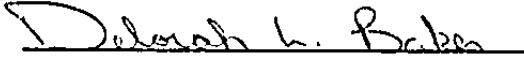
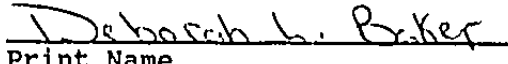
IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated:


Jeffrey C. Shannon

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 6th day of March, 1996, by JEFFREY C. SHANNON, who is personally known to me or who has produced N/A as identification.



Print Name

Notary Public

My Commission Expires:

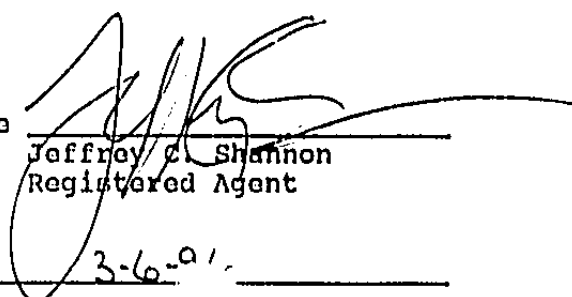


DEBORAH L BAKER
My Commission CC298226
Expires Jun 20 1997
Bonded by ANB
800-852-5878

CERTIFICATE OF ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in its Articles of Incorporation, I heroby agree to act in such capacity, and I am familiar with and accept, the obligations provided for in Section 607.0501(3), Florida Statutes.

Signature


Jeffrey C. Shannon
Registered Agent

Date

3-6-01

JCS\doc\dib\004

FILED
96 MAR 11 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA