

P96000025672

March 8, 1996

Department of State
Corporate Records Division
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
March 15, 1996

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****122.50 ****122.50

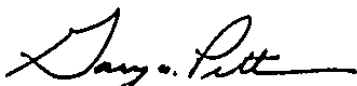
Dear Division of Corporations:

Enclosed please find two copies of the Articles of Incorporation for Newk's Cafe, Inc., along with a check for \$122.50. The check represents \$70.00 for the filing fee and designation of a registered agent and \$52.50 for a registered certificate.

Please return the second copy of the Articles to me with the filing date stamped on it.

Thank you very much for your assistance.

Sincerely,



Gary A. Pittman
P.O. Box 10965
Tampa, FL 33679

Ph: 813-286-1500

789 610/671
486-5737

96 MAR 22 PM 2:01
FBI - TAMPA
RECEIVED

GB 3/22/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

96 MAR 22 PM 2:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 18, 1996

GARY A. PITTMAN
P.O. BOX 10965
TAMPA, FL 33679

SUBJECT: NEWK'S CAFE, INC.
Ref. Number: W96000005737

RECEIVED DATE
March 15, 1996

We have received your document for NEWK'S CAFE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A post office box is not an acceptable address for the registered agent.

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) 487-6931.

Garrett Blanton
Document Specialist

Letter Number: 696A00012046

March 21, 1996

96 MAR 22 PM 2:01

FILED

DATE
1996

Florida Department of State
ATTN: GARRETT BLANTON, DOCUMENT SPECIALIST
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

EFFECTIVE DATE
March 15, 1996

RE: NEWK'S CAFE, INC.

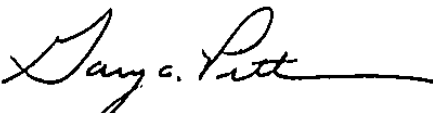
Dear Mr. Blanton:

A copy of your letter, along with two copies of the corrected Articles of Incorporation are enclosed.

As we discussed, please make the Date of Incorporation 3/15/96.

Thank you very much for your assistance.

Sincerely,



Gary A. Pittman
4216 W. Swann Avenue
Tampa, FL 33609

Ph: 813-286-1500

ARTICLES OF INCORPORATION

OF

NEWK'S CAFE, INC.

96 MAR 22 PM 2:02

ARTICLE I - NAME

The name of this Corporation is Newk's Cafe, Inc.

ARTICLE II - PURPOSE

The purpose for which this Corporation is organized is to transact any and all lawful business for which corporations may be incorporated under Florida Statutes.

EFFECTIVE DATE
March 15, 1996

ARTICLE III - CAPITAL STOCK

The Corporation is authorized to issue 250,000 shares of Class A Voting Stock, and 250,000 shares of Class B Non-Voting Stock, both classes at \$1.00 par value common stock, all of which shall be designated "Common Shares." The shares shall be identical in all respect except that Class A Stock shall be voting shares, and Class B Stock shall be non-voting shares.

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 - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this Corporation is 4216 W. Swann Avenue, Tampa, Florida 33609, and the name and the address of the initial Registered Agent of this Corporation is Gary A. Pittman, 4216 W. Swann Avenue, Tampa, Florida 33609.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have 5 Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial Directors of this Corporation are:

Andy G. Delaparte, 17021 Shady Pines Drive, Lutz, Florida 33614
William Giesecking, 961 Wicket Run Drive, Brandon, Florida 33510
Jack F. Newkirk, 3707 W. Platt Street, Tampa, Florida 33609
Dennis J. Noto, 5109 Jules Vern Court, Tampa, Florida 33611
Gary A. Pittman, 4216 W. Swann Avenue, Tampa, Florida 33609

ARTICLE VII - INCORPORATION

The name and address of the person signing these Articles is:
Gary A. Pittman, 4216 W. Swann Avenue, Tampa, Florida 33609

ARTICLE III - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the Shareholders. Every Amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereon, unless all

Directors and all the Shareholders sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made..

ARTICLE IX - CALLING OF SPECIAL MEETING

Special meetings of Shareholders may be called by the President, the Secretary, a majority of the Shareholders, the Board of Directors of this Corporation, or a designee of any of the same.

ARTICLE X - REMOVAL OF DIRECTORS

The Shareholders of this Corporation shall be entitled to remove any Director from office with or without cause during his term.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the Shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - AMENDMENT

This Corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon Shareholders is subject to this reservation.

ARTICLE XIV - MISCELLANEOUS PROVISIONS

It is the intention of the incorporation of this Corporation that the first Board of Directors adopt a Plan under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss on stock of a Small Business Corporation which qualifies under the Code.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 8th day of March, 1996.


Gary A. Pittman
Incorporator

STATE OF FLORIDA

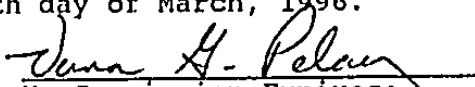
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COUNTY OF HILLSBOROUGH

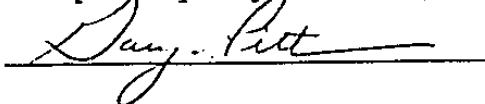
Before me, the undersigned authority, personally appeared Gary A. Pittman, who is well known to me to be the person described in and who subscribed the above Article of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned.

IN WITNESS THEREOF, I have hereunto set my hand and official seal at Tampa, State of Florida this 8th day of March, 1996.

NOTARY PUBLIC


My Commission Expires:

Accepted by Registered Agent:





OFFICIAL SEAL
VERNA G. PELAEZ
My Commission Expires
Sept. 28, 1996
Comm. No. CC 231997