

P96000040399

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

PH 5/10/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	<i>Open</i>	_____	CK No. _____
BY	_____	_____	_____

WALK-IN *5/9 12:00*
Will Pick Up

RE: *N. J. ...*

- | | C.O. FEE | DISBURSED |
|-----------------------------|----------|-----------|
| Capital Express™ | | |
| Art. of Inc. File | | |
| Corp. Record Search | | |
| Ltd. Partnership File | | |
| Foreign Corp. File | | |
| () Cert. Copy(s) | | |
| Art. of Amend. File | | |
| Dissolution/Withdrawal | | |
| C U B | | |
| Florida Name File | | |
| Name Reservation | | |
| Annual Report/Reinstatement | | |
| Reg. Agent Service | | |
| Document Filing | | |
| Corporate Kit | | |
| Vehicle Search | | |
| Driving Record | | |
| Document Retrieval | | |
| UCC 1 or 3 File | | |
| UCC 11 Search | | |
| UCC 11 Retrieval | | |
| File No.'s, Copies | | |
| Courier Service | | |
| Shipping/Handling | | |
| Phone () | | |
| Top Priority | | |
| Express Mail Prop. | | |
| FAX () pgs. | | |

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

RECEIVED
506 MAY 19 4 11 PM '96
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
N.P.M. Restaurant, Inc.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

**I.
Name**

The name of the Corporation is **N.P.M. Restaurant, Inc.**

**II.
Term of Existence**

The date when corporate existence will commence is effective as of May 6, 1996, in accordance with the provisions of Section 607.0203(1) of the Act, and the Corporation will have perpetual existence thereafter.

**III.
Principal Office**

The principal office of the Corporation is 1700 Grand Central Drive, Tarpon Springs, FL 34689.

**IV.
Capital Stock**

The Corporation is authorized to issue 100 shares of one dollar (\$1.00) par value common stock, which will be designated Common Stock.

**V.
Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 114 S. Pinellas Avenue, Tarpon Springs, FL 34689, and the name of its initial registered agent at such address is Michael E. Dris, Esquire.

**VI.
Directors**

The Corporation will have 1 director(s) initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least 1 but no more than 5 directors. The names and addresses

of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Nicholas Trikos	1700 Grand Central Drive Tarpon Springs, FL 34689

VII. Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Michael E. Dris, Esquire	114 S. Pinellas Avenue Tarpon Springs, FL 34689

VIII. Preemptive Rights

Each shareholder of the Corporation will have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at the time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights will be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his other preemptive rights by affirmative written notice of waiver within 30 days of receipt of notice of the Corporation's issuance of shares.

IX. Affiliated Transactions

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

ARTICLE X.
Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

XI.
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

XII.
Indemnification

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

XIII.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on May 8, 1996.



Michael E. Dris, Esquire
Incorporator

ACCEPTANCE BY REGISTERED AGENT

5 MAY 19 1996

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: May 8, 1996

Michael E. Dris
Michael E. Dris, Esquire

P96000040399

DRIS & KOUSKOUTIS

ATTORNEYS AND COUNSELLORS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

MICHAEL E. DRIS
N. MICHAEL KOUSKOUTIS
TIMOTHY D. PERENICH

May 14, 1996
Via Airborne Express

P.O. BOX 406
1148 PINELLAN AVENUE
TALLAHASSEE, FLORIDA 32308
TELEPHONE: (913) 943-8333
FACSIMILE: (913) 943-8334

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

Re: Corporation : N.P.M. RESTAURANT, INC.
Our File Number : 96-151

300001829178
-05/15/96--01117--018
*****35.00 *****35.00

Dear Sir/Madam:

I am enclosing Articles of Amendment to the Articles of Incorporation of N.P.M. Restaurant, Inc. that needs to be filed as soon as possible.

I have also enclosed a check made payable to the Secretary of State for \$35.00. Please have the enclosed copy date and time stamped and returned to our office in the enclosed self-addressed stamped envelope.

If you have any questions, please contact me.

Sincerely,

DRIS & KOUSKOUTIS


Jay S. Oigley, Certified Legal Assistant
for Michael E. Dris, Esquire

/jq
Enclosures

FILED
96 MAY 15 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
DRG
5/21

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
N.P.M. RESTAURANT, INC.**

PRIOR TO THE ISSUANCE OF STOCK

Pursuant to the provisions of Sections 607.1005 and 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation, **N.P.M. Restaurant, Inc.**, a Florida corporation (the "Corporation"), adopts the following Articles of Amendment (the "Amendments").

1. **First Amendment Adopted** The amendment adopted provides for the change of the Corporation's name as set forth in Article I.

2. **Text of Amendment**. Article I of the Articles of Incorporation is amended by deleting such Article I in its entirety and substituting in lieu of such Article I the following Article I which reads as follows:

**ARTICLE I.
Name**

The name of the Corporation is:

NIKO'S PIZZA & SEAFOOD, INC.

3. **Authorization of Amendment**. The Amendment was unanimously adopted by the incorporator of the Corporation, effective as of May 7, 1996, pursuant to Section 607.1005 of the Act.

4. **Effective Date**. The effective time and date of the Amendment is May 7, 1996.

IN WITNESS WHEREOF, the undersigned incorporator of the Corporation has executed these Articles of Amendment as of May 14, 1995.



Michael E. Dris, Esquire
Incorporator

FILED
MAY 15 AM 11:26
CLERK OF STATE
TALLAHASSEE, FLORIDA