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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 \$ _____

PA 5/29/94

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN 5/29 12:00
Will Pick Up _____

RE: Barn Door Inc. No. 53043

96 MAY 29 AM 11:25

DISBURSED
CLERK OF STATE
TALLAHASSEE, FLORIDA

☒ Capital Express™
☒ Art. of Inc. Filing
☐ Corp. Record Search
☐ Ltd. Partnership Filing
☐ Foreign Corp. Filing
☒ () Cert. Copy(s)

☐ Art. of Amend. Filing
☐ Dissolution/Withdrawal
☐ C U S-
☐ Fictitious Name Filing

☐ Name Reservation
☐ Annual Report/Reinstatement
☐ Reg. Agent Service
☐ Document Filing

☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval

☐ UCC 1 or 3 Filing
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ Filing No.'s, Copies

☐ Courier Service
☐ Shipping/Handling
☐ Phone ()
☐ Top Priority
☐ Express Mail Prep.
☐ 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

FILED

96 MAY 29 AM 11:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation of Bar~Doc Sports, Inc.

The undersigned, acting as Incorporator under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for the purpose of forming a Corporation under the laws of the State of Florida:

ARTICLE I: NAME

The name of this Corporation is Bar~Doc Sports, Inc.

ARTICLE II: COMMENCEMENT AND DURATION

This Corporation shall commence in existence upon the filing of these Articles and shall exist perpetually thereafter.

ARTICLE III: PURPOSE

The purpose for which this Corporation is organized is to do business or engage in any activity permitted to corporations under the laws of the United States and of the State of Florida including, but not limited to, the acquisition, operation, and management of a Beef-O-Bradys franchise or franchises, as well as other restaurant enterprises.

ARTICLE IV: PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation is 5308 Central Avenue, St. Petersburg, FL 33707.

ARTICLE V: CAPITAL STOCK AND AUTHORIZED SHARES

This Corporation is authorized to issue only one class of common stock. The common stock shareholders shall have full voting rights and shall be entitled to receive the net assets of the Corporation on dissolution.

The Corporation shall have the authority to issue 1,000 shares of Capital Stock with a par value of One Dollar (\$1.00) per share. As an initial issue 1,000 shares of the Capital Stock of the Corporation shall be issued for cash at a par value of One Dollar (\$1.00) per share.

The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

ARTICLE VI: INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of the Corporation is Jason Charles Zoet and the initial registered address of the office of this Corporation shall be 109 Cagle Road Brandon, FL 33511. He will accept service of process for the corporation at this address and who upon accepting this designation, agrees to comply with the provisions of Section 48.019, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII: INCORPORATOR

The name and address of the incorporator is Barry W. Bartlett whose business address is 3713 49th St. N., #232, St. Petersburg, FL 33710.

ARTICLE VIII: NUMBER OF DIRECTORS

The number of Directors of this Corporation shall be not less than two. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than two.

ARTICLE VIII: INCORPORATION DIRECTORS

The name and address of the persons who shall serve as incorporation directors until the first annual meeting of Shareholders, or until their successors shall have been elected and qualified, are Barry W. Bartlett whose business address is 3713 49th St. N., #232, St. Petersburg, FL 33710 and Jason Zoet whose business address is 109 Cagle Road, Brandon, FL 33511.

ARTICLE X: AMENDMENT OF ARTICLES

The Shareholders shall have power to adopt, amend, or repeal these Articles of Incorporation when proposed and approved at a Stockholders meeting, with not less than a two-thirds vote of the common stock.

ARTICLE XI: ADOPTION OF BY-LAWS

The Shareholders of this Corporation shall have the power to adopt the initial By-Laws.

ARTICLE XII: PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this Corporation as may be issued for money or any property or services from time to time (except future services), in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized & issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed to these Articles of Incorporation at St. Petersburg, Florida, this 23 day of May 1996.

Barry W. Bartlett

Barry Bartlett, Original Incorporator and Director

Jason Zoet

Jason Zoet, Original Incorporator and Director

**STATE OF FLORIDA
COUNTY OF PINELLAS**

BEFORE ME, the undersigned authority, personally appeared Barry W. Bartlett and Jason Zoet known by me to be the persons described above, and they did sign the foregoing as Original Incorporators, and they were sworn.

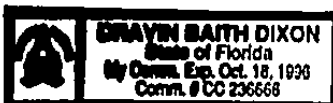
IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at St. Petersburg, Florida this 23 day of May 1996.

Franklin Dixon

Notary Public

My commission number is:

My commission expires:



FILED

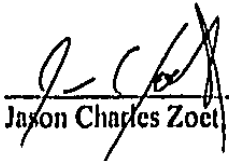
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ACCEPTANCE OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Jason Zoet of 109 Cagle Road, Brandon, FL 33511, having been named to accept service of process for BAR~DOC SPORTS, INC. at the place designated in the Articles of Incorporation agree to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 5/23/96



Jason Charles Zoet, Registered Agent