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4116 HIGHWAY 231 NORTH  
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TEL (904) 785-0536  
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ATTORNEYS AT LAW

PLEASE REPLY TO:

PANAMA CITY / BECK ☒  
PANAMA CITY / 231 ☐  
TALLAHASSEE ☐

May 30, 1996

P.O. BOX 1327  
701 E. TENNESSEE STREET  
AT FRANKLIN BLVD.  
TALLAHASSEE, FL 32308  
TEL (904) 561-8000  
FAX (904) 561-8030

L. CHARLES HILTON, JR.  
JULIE K. HILTON  
JACALYN N. KOLK  
ALBERT C. PENSON  
LAURA ROESCH  
MARY ELLEN DAVIS

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

200001849692  
-06/04/96--01077--01  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Passport Grill & Brew, Inc.

Gentlemen:

Enclosed find an original and two copies of the Articles of Incorporation for the above corporation. Please file the original in your offices and certify and return a copy to this firm.

We are enclosing our check in the amount of \$122.50 which includes the \$35.00 Filing fee, 35.00 Registered Agent Fee and \$52.50 Certified Copy charge.

Very truly yours,

*Jacalyn N. Kolk*  
Jacalyn N. Kolk

JNK/mc  
Enclosures

FILED  
96 JUN -3 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*JMK*  
*6/6/96*

EFFECTIVE DATE

6-1-96

ARTICLES OF INCORPORATION  
OF  
PASSPORT GRILL & BREW, INC.

FILED  
96 JUN -3 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of 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

EFFECTIVE DATE

The name of this corporation shall be:

PASSPORT GRILL & BREW, INC.

6-1-96

ARTICLE II

Existence of Corporation

This corporation shall begin existence on 6/1/96  
and have perpetual existence.

ARTICLE III

Purposes

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

ARTICLE IV

General Powers

The corporation shall have the power:

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

(b) To purchase, receive, or 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;

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

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

(e) 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;

(f) To make contracts, 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, 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;

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

(h) To conduct its business, locate offices, and exercise the powers granted by this act within or without the state;

(i) 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.

(j) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(l) To transact any lawful business that will aid governmental policy;

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

(n) 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;

(o) 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 death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

(p) 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 1000 shares. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting to the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. 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 1200 West 15th Street, Panama City, Florida, 32405, and the name of the corporation's initial registered agent at such address is Scott C. Smith. The mailing address of the corporation's principal office is 1200 West 15th Street, Panama City, Florida, 32405. 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

##### Directors

This corporation shall have two (2) 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 (1). The names and addresses of the initial directors of the corporation are:

<u>Name</u>	<u>Address</u>
Scott C. Smith	1200 West 15th Street Panama City, Florida, 32405
Tamara M. Smith	1200 West 15th Street Panama City, Florida, 32405

ARTICLE VIII

Incorporator

The name and address of the initial incorporators are:

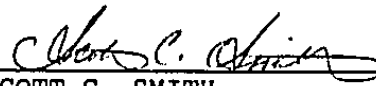
Scott C. Smith  
1200 West 15th Street  
Panama City, FL 32405

ARTICLE IX

Amendment to 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 prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, hereby acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation. Further I have executed these Articles for the uses and purposes herein stated.

  
SCOTT C. SMITH,  
Incorporator/Registered Agent  
1200 West 15th Street  
Panama City, Florida 32405

STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME, the undersigned authority, personally appeared  
SCOTT C. SMITH, to me personally known or who has produced \_\_\_\_\_  
\_\_\_\_\_ as identification and known to be the person  
described in and who signed the foregoing Articles of  
Incorporation, and he acknowledged before me that he executed the

same freely and voluntarily for the uses and purposes herein expressed.

WITNESS my hand and official seal this 30<sup>th</sup> day of May, 1996.

[SEAL]



DAVIS D. CALDWELL  
MY COMMISSION # CC 236514 EXPIRES  
November 8, 1998  
BONDED TRUTH TRUST & GUARANTEE, INC.

Davis D. Caldwell  
Notary Public / Davis D. Caldwell  
Commission No: CC 236514  
Commission Expires: 11-8-98