

P96000050307

GREGORY H. FISHER  
ATTORNEY AT LAW

8520 FIRST AVENUE NORTH  
ST. PETERSBURG, FLORIDA 33710

TELEPHONE: 813-344-0120  
FAX #: 813-301-2778

June 6, 1996

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

400001857004  
-06/10/96--01024--010  
\*\*\*\*122.50 \*\*\*122.50

RE: The Grateful Bread, Inc.

Dear Sir or Madam:

In reference to the above, I am transmitting herewith the following:

Original and one copy of the proposed Charter with attached Registered Agent Certificate;  
Check in the amount of \$122.50.

If satisfactory, please furnish this office with one certified copy of the Charter.  
Thank you for your assistance in this matter.

Sincerely,

  
Gregory H. Fisher

GHF:df  
Enclosures  
sos0606.ltr

Dmc  
6/12/96

FILED  
96 JUN 10 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
THE GRATEFUL BREAD, INC.

FILED  
96 JUN 10 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is THE GRATEFUL BREAD, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States of America and of this state.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have at any one time is 7500 shares of one class of voting stock, each share of which shall have a par value of \$1.00 per share.

ARTICLE V

ADDRESS

The initial registered office of this corporation is 5520 First Avenue North, St. Petersburg, FL 33710. The principal office and the name of the initial registered agent at such address is Gregory H. Fisher. The principal office of the corporation is 1286 Cordova Boulevard NE, St. Petersburg, FL 33704.

**ARTICLE VI**

**CAPITALIZATION**

The amount of capital with which the corporation shall begin business shall be \$500.00.

**ARTICLE VII**

**DIRECTORS AND OFFICERS**

The number of directors of the corporation shall be 2 in number which may be increased by vote of the shareholders but shall never be less than 1 nor more than 3. The name and address of each person who is to serve as a member of the Board of Directors and/or an officer and the number of shares subscribed by each, as set forth by their respective names, and who shall serve during the first year of the corporation's existence or until their successors are elected or appointed and qualified are as follows:

President and Director: Joseph Gagliardo  
1286 Cordova Boulevard NE  
St. Petersburg, FL 33704

Secretary: Dorothy Gagliardo  
Treasurer: 1286 Cordova Boulevard NE  
St. Petersburg, FL 33704

**ARTICLE VIII**

**SUBSCRIBERS**

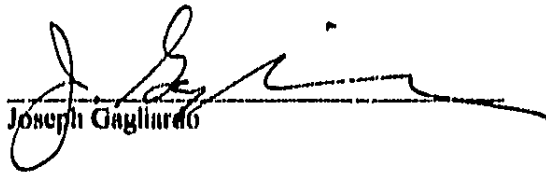
The names and address of the incorporator of this corporation is as follows: Joseph Gagliardo, 1286 Cordova Boulevard NE, St. Petersburg, FL 33704.

**ARTICLE IX**

**BY-LAWS**

The by-laws of the corporation may be amended by a vote of the holders of two-thirds of the outstanding shares of the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles of Incorporation this 6 day of June, A.D., 1996.


  
Joseph Gagliardo

STATE OF FLORIDA

COUNTY OF PINELLAS

Before me personally appeared JOSEPH GAGLIARDO, who produced the following type of identification: Personally Known, or to me well known to me to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 6 day of June, A.D., 1996.

  
Notary Public  
Deborah L. Fisher

My Commission Expires:



Deborah L. Fisher  
MY COMMISSION # CC527225 EXPIRES  
January 24, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR WHICH SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENCY UPON WHOM PROCESS MAY BE SERVED**

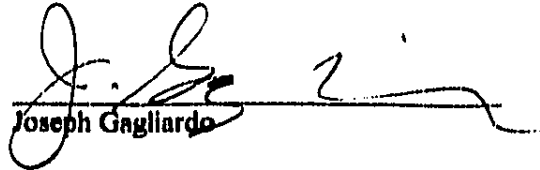
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

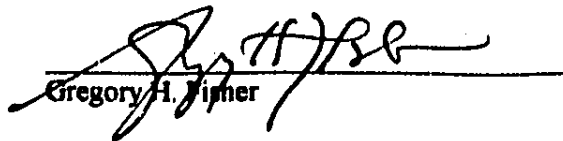
In Pursuance of Chapter 48.091, Florida Statute, the following is submitted in compliance with said Act:

That **THE GRATEFUL BREAD, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of St. Petersburg, County of Pinellas, State of Florida has named Gregory H. Fisher, 5520 First Avenue North, City of St. Petersburg, County of Pinellas, State of Florida, as its agent to accept process within this state.

  
Joseph Gagliardo

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
Gregory H. Fisher

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GREGORY H. FISHER  
ATTORNEY AT LAW

6520 FIRST AVENUE NORTH  
ST. PETERSBURG, FLORIDA 33710

TELEPHONE: 813-344-5520  
FAX #: 813-381-2770

July 7, 1997

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

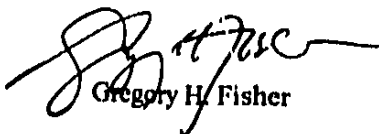
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97 JUL -9 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: Articles of Amendment

Gentlemen:

Please find enclosed a completed Article of Amendment for Grateful Bread, Inc. I have also enclosed a check in the sum of \$35.00 as and for the filing fee of the Articles. Should anything further be needed, kindly advise. Thank you for your cooperation.

Sincerely,

  
Gregory H. Fisher

GHF:ah  
Enclosure  
secs0707.ltr

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-07/09/97--01023--016  
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N.C.  
\$16/14

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

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**THE GRATEFUL BREAD, INC.**  
(present name)

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*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(Indicate article number(s) being amended, added or deleted)*

Article 1 should be changed as follows:

Spitfire Grill, Inc.

**FILED**  
97 JUL -9 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

NONE

THIRD: The date of each amendment's adoption: July 1, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
voting group

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 1st day of July, 19 97

Signature

J. Gagliardo  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

JOSEPH GAGLIARDO  
Typed or printed name

PRESIDENT & DIRECTOR  
Title