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FISHER AND WILSEY, P.A.
ATTORNEYS AND COUNSELLORS AT LAW
275 FOURTH STREET NORTH
ST. PETERSBURG, FLORIDA 33701-3209

FILED

96 JUN 17 PM 12:21

GEORGE F. WILSEY
Board Certified Wills,
Trusts and Estates;
Certified Circuit Mediator

(813) 098-1181

FAX (813) 021-0001

DAVID F. WILSEY

June 14, 1996

STEVEN M. WILSEY
Also Certified
Public Notary
TALLAHASSEE, FLORIDA

ROBERT W. FISHER
Of Counsel

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***122.50 ***122.50

Secretary of State
Florida Department of State
Division of Corporations - New Filings
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
6-14-96

Re: Stonybrook Restaurants Group, Inc.
Articles of Incorporation

Dear Madam:

Enclosed are the Articles of Incorporation of the above-referenced corporation, along with our firm check in the amount of \$122.50 for the corporate filing fees as follows:

Profit corporation filing fee	\$35.00
Registered Agent Designation	35.00
Certified copy	<u>\$52.50</u>
	\$122.50

After the filing of these Articles of Incorporation, please return a certified copy to me for delivery to my client.

Thank you for your assistance.

Sincerely,



DAVID F. WILSEY

\\emmanuel\secstate.ltr DFW46/jek
Enclosures

P/H
6/17/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
STONYBROOK RESTAURANTS GROUP, INC.

EFFECTIVE DATE

6-14-76

The undersigned Incorporators PAUL JOHN EMMANUEL and KATHLEEN MARIE EMMANUEL hereby execute and acknowledge 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

The name of this Corporation shall be STONYBROOK RESTAURANTS GROUP, INC. and it shall have perpetual existence.

ARTICLE II

The general nature of the business of the corporation is to engage in the transaction of any and all lawful business for which corporations may be incorporated under Florida Statute 607.

ARTICLE III

The authorized capital stock of the corporation shall be of one class of voting stock consisting of 1,000 shares of common stock of a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall be the sum of \$1,000.00.

ARTICLE V

The designated registered office of the corporation shall be 6925 Fourth Street North, St. Petersburg, Florida 33702. The registered agent of the corporation shall be PAUL JOHN EMMANUEL, 6925 Fourth Street North, St. Petersburg, Florida 33702. The principal office and mailing address of the corporation is 6925 Fourth Street North, St. Petersburg, Florida 33702.

ARTICLE VI

The number of Directors of the corporation shall be two (2) in number, which may be increased or decreased by vote of the stockholders but shall never be less than two (2) nor more than seven (7). The subscribers of the corporation, and the Directors and Officers, as set forth by their respective names, for the first year of the corporation's existence or until their successors are elected or appointed and qualified are as follows:

OFFICE

NAME

President and Secretary

Paul John Emmanuel
9525 Blind Pass Road
St. Pete Beach, FL 33706

Vice President and Treasurer

Kathleen Marie Emmanuel
9525 Blind Pass Road
St. Pete Beach, FL 33706

ARTICLE VII

The corporate existence shall commence as of the date of subscription and acknowledgement of these Articles of Incorporation if these Articles are filed with the

Secretary of State of Florida within five (5) days of such date (exclusive of legal holidays) or if not so filed, then on the date same are filed.

PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

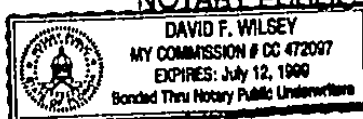
 (SEAL)
PAUL JOHN EMMANUEL

 (SEAL)
KATHLEEN MARIE EMMANUEL

STATE OF FLORIDA:
COUNTY OF PINELLAS:

The foregoing instrument was acknowledged before me this 14th day of June, 1996, by Paul John Emmanuel and Kathleen Marie Emmanuel, who presented Florida Drivers License as identification.

NOTARY SEAL:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THE SECRETARY OF STATE
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED TALLAHASSEE, FLORIDA

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

First: That STONYBROOK RESTAURANTS GROUP, INC. desiring to organize under the laws of the State of Florida with its principal office and designated registered office, as indicated in the Articles of Incorporation, at St. Petersburg, Pinellas County, State of Florida, has named PAUL JOHN EMMANUEL as its agent to accept service of process within this State.

STONYBROOK RESTAURANTS GROUP, INC.

By: 

PAUL JOHN EMMANUEL

Title: President

ACKNOWLEDGEMENT:

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

By: 

PAUL JOHN EMMANUEL