

P 96000057102

Law Office of Terence Matthews

Chartered

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July 1, 1996

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

700001884957  
-07/05/96--01040--001  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Gus' 12th Street Cafe, Inc.

Dear Ladies:

Please find enclosed the original and a duplicate copy of the Articles of Incorporation of this proposed corporation and the Acceptance of the Registered Agent.

Will you kindly endorse your approval of the Articles of Incorporation, certify and return same to us at your earliest convenience.

I am enclosing a check payable to your order in the sum of \$122.50 to cover the following:

|                                |        |
|--------------------------------|--------|
| Filing Fee                     | 35.00  |
| Certified Copy                 | 52.00  |
| Registered Agent Certification | 35.00  |
| TOTAL                          | 122.50 |

Thank you for your attention to this matter.

Sincerely,

*Cheryl Todt*

Cheryl Todt  
Legal Assistant to  
Terence Matthews

96 JUL -5 PM 1:15  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Encl.

SN JUL - 8 1996

FILED  
JUN 28, 1966

ARTICLES OF INCORPORATION

OF

GUS' 12th STREET CAFE, INC.

FILED  
96 JUL -5 PM 1:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE I--NAME

The name of this corporation is GUS' 12th STREET CAFE, INC., and its principal office business address is 2594 12th Street, Sarasota, Florida 34237.

ARTICLE II--DURATION

This corporation shall exist perpetually; the corporate existence shall begin immediately upon execution of the Articles of Incorporation.

ARTICLE III--PURPOSE

This corporation is organized for the purpose of any and all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV--POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V--CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock having a par value of one (1) dollar per share.

ARTICLE VI--PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his pro-rata share of any new stock of this corporation of the same kind, class or series as that which he already holds at the price at which it is offered to all other stockholders.

ARTICLE VII--INITIAL OFFICE AND RESIDENT AGENT

The street address of the initial registered office of this corporation is 2594 12th Street, Sarasota, Florida 34237 and the name of the initial registered agent of this corporation at that address is GUS AMERES.

ARTICLE VIII--MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation will be managed under the direction, of the shareholders of this corporation, the act of stockholders representing majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE IX--INCORPORATOR

The name and address of the person signing these articles is GUS AMERES, 2594 12th Street, Sarasota, Florida 34237.

ARTICLE X--BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

ARTICLE XI--INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

ARTICLE XII--AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, and any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 28th day of June, 1996.

Konstantinos Grice L.S.  
GUS AMERES, Incorporator

STATE OF FLORIDA  
COUNTY OF MANATEE

Before me, a notary public authorized to take acknowledgment in the state and county set forth above, personally appeared GUS AMERES, who is either (✓) personally known to me or who offered \_\_\_\_\_ as identification and who acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set by hand and affixed my official seal, in the state and county aforesaid, this 28th day of June, 1996.

Cheryl D. Toot  
Notary Public State of Florida



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

Pursuant to Section 48.091, Florida Statutes, the following  
is submitted:

That GUS' 12th STREET CAFE, INC. desiring to organize under  
the laws of the State of Florida with its principal office, as  
indicated in the Articles of Incorporation, in the City of  
Sarasota, County of Sarasota, State of Florida, has named  
GUS AMERES, County of Sarasota, State of Florida, as its agent to  
accept service of process within the State of Florida.

Kenneth Martin Garcia  
GUS AMERES, INCORPORATOR

ACKNOWLEDGEMENT

Having been named to accept service of process for the above  
named corporation, at the place designated in this Certificate, I  
hereby accept such appointment and agree to act in this capacity,  
and agree to comply with the provision of law relating to keeping  
said office open.

Kenneth Martin Garcia  
RESIDENT AGENT

96 JUL -5 PM 1:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED