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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: JOHN SHEA P.A.

DEPARTMENT OF STATE

2947 S. MIAMI TRAIL

STATE OF FLORIDA

409 EAST GAINES STREET

SARASOTA FL 34239-

30,000

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

OR P.A.

NAME: SARASOTA RESTAURANT CONSULTANTS, INC.

FAX AUDIT NUMBER: H96000009596

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**ARTICLES OF INCORPORATION**

**OF**

**SARASOTA RESTAURANT CONSULTANTS, INC.**

The undersigned, for the purpose of forming and organizing a corporation for profit under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is SARASOTA RESTAURANT CONSULTANTS, INC.

**ARTICLE II - PURPOSE**

The corporation is authorized to conduct any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III - PRINCIPAL OFFICE**

The principal place of business and the mailing address of the corporation shall be 1212 East Avenue South, Sarasota, FL 34239.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue 1,000 shares of common stock having a par value of \$1.00. Each share of common stock shall entitle the holder thereof to one vote on each matter considered at any stockholder's meeting. Said share shall be paid for in lawful money of the United States of America or in property, labor or services rendered at a just valuation to be fixed by the Board of Directors and said share shall be deemed fully paid and nonassessable. The Corporation elects to have preemptive rights.

**ARTICLE V - DURATION**

This corporation shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE VI - SHAREHOLDER VOTING REQUIREMENTS**

When a quorum exists at any meeting of the Shareholders, action on a matter, other than the election of Directors, is approved if the votes cast by the holders of not less than a majority of the shares represented at such meeting, and entitled to vote on the subject matter favor the action.

**ARTICLE VII - DIRECTORS**

This corporation shall have an initial Board of Directors

PREPARED BY: John Shea, P.A.

2940 So. Tamiami Tr., Sarasota, FL 34239

941/365-8848

Florida Bar No. 261424

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consisting of two directors, whose names and street addresses  
in/are as follows:

NAME	ADDRESS
MICHAEL KLAUBER	1663 Eagle View Dr. Sarasota, FL 34232
PHILIP MANCINI	1050 Bahia Vista Ct. Sarasota, FL 34232

**ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator of this corporation  
is as follows:

NAME	ADDRESS
John Shea	2940 South Tamiami Trail Sarasota, Florida 34239

**ARTICLE IX - BYLAWS**

The original Bylaws of this corporation shall be made,  
prepared and adopted by a majority vote of the initial Board of  
Directors as named herein. Thereafter, the Board of Directors, and  
the shareholders, shall have authority to adopt, amend, change,  
repeal or enlarge Bylaws as provided in the Bylaws from time to  
time.

**ARTICLE X - INDEMNIFICATION**

Subject to the laws of the State of Florida, this corporation  
shall indemnify and hold harmless its officers and directors of and  
from any suits, actions, or judgments either civil or criminal  
arising out of any act alleged to have been committed by such  
person in his capacity as an officer or director if such officer or  
director acted in good faith and in the reasonable belief that such  
action was in the best interest of the corporation and in the event  
of criminal allegations without reasonable ground for belief that  
such action was unlawful. The corporation shall pay all costs,  
legal expenses, and other charges that said officers and directors  
may incur in the defense of any claim, suit or action that may be  
instituted against said officers in their individual capacity. It  
is the express purpose and intent that the corporation shall hold  
its officers and directors harmless from any action taken by them  
on its behalf to the full extent and limit permitted by law.

**ARTICLE XI - PRINCIPAL OFFICE AND REGISTERED AGENT**

This corporation has named John Shea as its agent to accept service of process within the State. The street address of the initial registered office is 2940 South Tamiami Trail, Sarasota, Florida 34239.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 10 day of July, 1996.


  
John Shea

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 10 day of July, 1996, by John Shea who is personally known to me or who has produced his Florida Driver's License as identification.

My commission expires:

**STEPHANIE ROBINSON**  
Notary Public State of Florida  
My Comm. Expires June 4, 1998  
Comm. No. CC 362600

  
Print Name: **STEPHANIE A. ROBINSON**  
NOTARY PUBLIC

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation, at the place designated above, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and am familiar with and accept the obligations of any position registered agent.

  
John Shea

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