

P96000058924

Restaurant & Entertainment Associates, Inc.  
5401 Kirkland Road, Suite 355  
Orlando, FL 32819

July 8, 1996

EFFECTIVE DATE  
7-8-96

Ms. Vicki Whitfield  
Corporate Specialist  
Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Re: Restaurant & Entertainment Associates, Inc.

Dear Ms. Whitfield:

Enclosed is a copy of your letter dated July 2, 1996 regarding the effective date of Restaurant & Entertainment Associates, Inc. I have enclosed an original and one copy of the Articles of Incorporation which have been changed to reflect an effective date of July 8, 1996. You are holding our check for \$122.50 to cover filing fees and fees for certified copies.

Sincerely,



Christopher P. Raleigh

Encls.

400001893054  
-06/28/96--01016--020  
\*\*\*\*122.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN 28 AM 11:19

Original Validation  
Lost. Revalidated on  
7-15-96

upw 7-15-96



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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

July 2, 1996

**CHRISTOPHER P. RALEIGH**  
**5401 KIRKMAN ROAD, SUITE 355**  
**ORLANDO, FL 32819**

**SUBJECT: RESTAURANT & ENTERTAINMENT ASSOCIATES, INC.**  
**Ref. Number: W96000013917**

We have received your document for RESTAURANT & ENTERTAINMENT ASSOCIATES, INC. and your check(s) totalling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

**Vickie Whitfield**  
**Corporate Specialist**

**Letter Number: 696A00032544**

ARTICLES OF INCORPORATION  
OF

RESTAURANT & ENTERTAINMENT ASSOCIATES, INC.

EFFECTIVE DATE  
7.8.96

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is Restaurant & Entertainment Associates, Inc. and its principal office and mailing address is 5401 Kirkman Road, Suite 355, Orlando, FL 32819.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on July 8, 1996.

ARTICLE III

General Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE IV

Common Capital Stock

The aggregate number of shares of common stock that this corporation shall be authorized to have outstanding at any one time shall be 25 million shares of common stock at no par per share. Each share of issued and outstanding common stock shall entitle the holder thereof to participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

FILED  
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## **ARTICLE V**

### **Initial Registered Office and Agent**

The street address of the initial registered office of the corporation shall be 5401 Kirkman Road, Suite 355, Orlando, FL 32819, and the initial registered agent of the corporation at such address is Christopher P. Raleigh.

## **ARTICLE VI**

### **Incorporator**

The name and address of the corporation's incorporator is:

#### **NAME**

Christopher P. Raleigh

#### **ADDRESS**

5401 Kirkman Road, Suite 355  
Orlando, FL 32819

## **ARTICLE VII**

### **By-Laws**

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

## **ARTICLE VIII**

### **Indemnification**

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee, or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by 607.0850, as then in effect, or by any successor law thereto.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles this 8th day of July, 1996.

A handwritten signature in cursive script, appearing to read "Christopher P. Raleigh", written over a horizontal line.

Christopher P. Raleigh

**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

96 JUN 28 AM 11:19

Pursuant to the provisions of 48.091 and 607.0501, Florida Statutes, Restaurant & Entertainment Associates, Inc., desiring to organize under the laws of the State of Florida, hereby designates Christopher P. Raleigh, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 5401 Kirkman Road, Suite 355, Orlando, FL 32819, the business office of its Registered Agent, as its Registered Office.

**RESTAURANT & ENTERTAINMENT  
ASSOCIATES, INC.**

By:   
Christopher P. Raleigh, Incorporator

**ACKNOWLEDGMENT**

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligation imposed by Florida law upon that position, and agree to act as such in accordance with provisions of 48.091 and 607.0505, Florida Statutes.

  
Christopher P. Raleigh