

1201 HAYS STREET
TALLAHASSEE, FL 32309-2607
1-800-342-8086
101-22-1911

800-342-8086

PALE0000061452



PROFESSIONAL LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 028287 4326591

AUTHORIZATION : Patricia P. [Signature]

COST LIMIT : \$ 122.50

ORDER DATE : July 23, 1996

ORDER TIME : 9:38 AM

ORDER NO. : 028287

CUSTOMER NO: 4326591

8000001802148

CUSTOMER: Curt P. Creely, Esq
FOWLER WHITE GILLEN BOGGS
VILLAREAL & BANKER, P.A.
501 East Kennedy Boulevard
Suite 1700
Tampa, FL 33602

DOMESTIC FILING

NAME: HOPS OF THE CAROLINAS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

cf
7/23/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 23 PM 1:07

55 JUL 23 11:12
[Illegible stamp]

**ARTICLES OF INCORPORATION
OF
HOPS OF THE CAROLINAS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 23 PM 1:07

The undersigned hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida 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
Name**

The name of this corporation shall be:

HOPS OF THE CAROLINAS, INC.

The principal office and mailing address of this corporation shall be c/o Hops Grill & Bar, Inc., 3030 North Rocky Point Drive West, Suite 650, Tampa, Florida 33607.

**ARTICLE II
Existence of Corporation**

This corporation shall have perpetual existence.

**ARTICLE III
Business and Activities**

The corporation may, and is authorized to, engage in the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV
Capital Stock**

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares of Class A common capital stock having a par value of \$.01 per share and 10,000 shares of Class B common capital stock having a par value of \$.01 per share. Each of the said shares of Class A common capital stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The holders of the Class B common capital stock shall have no voting rights. Each share of Class A common capital stock and of Class B

Prepared by:
R. Alan Higbee, Esq.
Post Office Box 1438
Tampa, Florida 33601
(813) 228-7411
Florida Bar #: 339318

common capital stock shall participate equally with every other share of such stock in all dividends paid by the corporation and in the assets of the corporation upon its liquidation or dissolution. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V **Indemnification By Court Order**

No director, officer, employee, or agent of the corporation who is or was a party to a proceeding may apply to the court conducting the proceeding, the circuit court, or to another court of competent jurisdiction, seeking indemnification or advancement of expenses, or both, pursuant to Section 607.0850(9), Florida Statutes, without the permission, by a majority vote of the disinterested directors, of the Board of Directors.

ARTICLE VI **Affiliated Transactions**

The corporation expressly elects, pursuant to Section 607.0901(5)(a) of the Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Section 607.0901, Florida Statutes.

ARTICLE VII **Control-Share Acquisitions**

The corporation exercises its right, pursuant to Section 607.0902(5) of the Florida Statutes, to avoid the provisions pertaining to control-share acquisitions contained in Sections 607.0902, 607.1302(c) and 607.1320, Florida Statutes.

ARTICLE VIII
Registered Office and Registered Agent

The street address of the corporation's initial registered office is 501 East Kennedy Boulevard, Suite 1700, Tampa, Florida 33602, Attn: R. Alan Higbee, Esq., and the name of the corporation's initial registered agent at such address is Fowler, White, Gillen, Boggs, Villareal and Banker, P.A. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE IX
Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be two (2), and the name and address of each person who is to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
David L. Mason	3055 Turtle Brooke Clearwater, Florida 34621
Thomas A. Schelldorf	170 Greenhaven Circle Oldsmar, Florida 34677

ARTICLE X
Incorporators


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

<u>Name</u>	<u>Address</u>
R. Alan Higbee	Post Office Box 1438 Tampa, Florida 33601

ARTICLE XI
Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles for the uses and purposes therein stated.



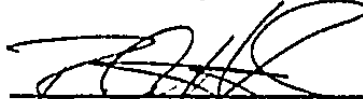
R. Alan Higbee, Incorporator

Prepared by:
R. Alan Higbee, Esq.
Post Office Box 1438
Tampa, Florida 33601
(813) 228-7411
Florida Bar #: 339318

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:


HOPS OF THE CAROLINAS, INC. has named Fowler, White, Gillen, Boggs, Villareal and Banker, P.A., located at 501 East Kennedy Boulevard, Suite 1700, City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process within Florida.



R. Alan Higbee, Incorporator
Date July 22, 1996

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

**FOWLER, WHITE, GILLEN, BOGGS,
VILLAREAL AND BANKER, P.A.,
Registered Agent**

By: 

R. Alan Higbee, For the Firm
Date July 22, 1996

are\articles\169

Prepared by:
R. Alan Higbee, Esq.
Post Office Box 1438
Tampa, Florida 33601
(813) 228-7411
Florida Bar #: 339318

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 23 PM 1:07

P96000061452

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

HOPS GRILL & BREWERY, INC., K62070, HOPS OF CARROLLWOOD, INC.,
S02285, HOPS OF GREATER ORLANDO, INC., P94000006173, HOPS OF
GREATER WEST PALM BEAC

H, INC., P94000058635, HOPS OF NORTH TAMPA, INC., P94000005924,
HOPS OF NORTHEAST FLORIDA, INC., P92000007321, HOPS OF PALM
HARBOR, INC., S08257, H

OPS OF PORT RICHEY, INC., P94000017449, HOPS OF ST. PETERSBURG,
INC., P93000014724, HOPS OF SOUTH FLORIDA, INC., P96000073132,
HOPS OF SOUTH TAMPA

, INC., V14366, HOPS OF SOUTHEAST FLORIDA, INC., P95000033882, HOPS
OF THE CAROLINAS, INC., P96000061452, HOPS OF THE ROCKIES, INC.,
P96000003850,

HOPS PARTNERS, INC., P93000062566, HOPS PARTNERS II, INC.,
P93000039396, HOPS PARTNERS III, INC., P93000014726 AND TOOMY LCN,
INC., P95000041286,
ALL ACTIVE FLORIDA CORPORATIONS,

INTO

HG ACQUISITION CORP., a Florida corporation, P97000009985

File date: March 13, 1997

Corporate Specialist: Darlene Connell