PODO CASELLA & MCMICHAEL

A PROPESSIONAL ASSOCIATION
1432 FIRST STREET
BUITE C
BANASOTA, FLORIDA 34236

(941) 953-4755 FAX (941) 952-0715

HOBERT M. CABELLA, EBQ.* PAIDE MCMICHAEL, EBQ.*

PAMELA MOORE, C.L.A.*

INFOITSIGEINUL HEHTO *

* CKRTIFIED LEGAL ASSISTANT

July 19, 1996

Secretary of State Division of Corporations Department of State P.O. Box 6327 Tallahassee, Florida 32399

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Re: Stockyard, Inc.

Dear Secretary:

Enclosed please find the following for filing at your earliest date:

- 1. Fully executed Articles of Incorporation, (original and one copy);
- 2. Our firm's check in the amount of \$122.50 representing corporate filing fees, registered agent fee, and fee for energy certified copy; and
- 3. Self-addressed, postage metered envelope for return of conformed copy.

Should you have any questions or concerns, with respect this matter, please feel free to contact me.

Sincerely,

Paige McMichael, Esq.

Nc Michael JUL 25 1996: BSB

1550

PM/pjm

cc: Client w/o encl. Enclosures as stated.



July 25, 1996

CASELLA & MCMICHAEL 1432 FIRST STREET SUITE C SARASOTA, FL 34236

SUBJECT: STOCKYARD, INC. Ref. Number: W96000015581

We have received your document for STOCKYARD, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6925.

Brenda Baker Corporate Specialist

Letter Number: 096A00035795

LAW OFFICES CASELLA & MCMICHAEL

A Professional Association 1432 First Street Suite C Sarasota, Florida 34236

(941) 953-4755

FAX (941) 952-0715

PAIGE MCMICHAEL, ESQ.*

PAMELA MOONE, C.L.A.

MONTOIGE RUL MAHTO *

* CERTIFIED LEGAL ABBISTANT

August 1, 1996.

Secretary of State Division of Corporations Department of State P.O. Box 6327 Tallahassee, Florida 32399

Re: Stockyard, Inc./Stockyard Steaks, Inc.

Dear Secretary:

Enclosed please find the following for filing at your earliest date:

- 1. Fully executed Articles of Incorporation, (original and one copy);
- 2. Self-addressed, postage metered envelope for return of conformed copy.
 - 3. Letter of Consent from Shams H. Bhaloo, President.

You are currently in possession of our prior submitted check regarding filing fees for Stockyard, Inc. (See attached letter).

Should you have any questions or concerns, with respect to this matter, please feel free to contact me.

Sincerely,

Paige McMichael, Esq.

PM/pjm

cc: Client w/o encl. Enclosures as stated. STOCKYARD STEAKHOUSE, INC. 4041 Cattlemen Road Sarasota, Florida 34233

Secretary of State Division of Corporations Department of State P.O. Box 6327 Tallahassee, Florida 32314

Re: Stockyard Steakhouse, Inc. and Stockyard Steaks, Inc.

Dear Secretary:

Stockyard Steakhouse, Inc. hereby consents to the use of the name Stockyard Steaks. Inc. within the State of Florida by Incorporator Shams H. Bhaloo.

Dated: 8-5-96

Stockyard Steakhouse, Inc.

Shams HiBhaloo

By: Shams H. Bhaloo, President

wp/stock40/53

ARTICLES OF INCORPORATION

FOR

STOCKYARD STEAKS, INC.

ARTICLE ONE

The name of the corporation is Stockyard Steaks, Inc.

ARTICLE TWO

The period of duration is perpetual.

ARTICLE THREE

The purpose of the corporation is to transact all lawful business.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have the authority to issue is 1,000 shares with a par value of ten cents (\$0.10) per share.

ARTICLE FIVE

The mailing address of the corporation is c/o Casella & McMichael, P.A., Suite C, 1432 First Street, Sarasota, Florida 34236. The name of the initial registered agent at such address is Robert M. Casella, Esq. The registered office is located at the above address.

ARTICLE SIX

The number of initial directors is One (1) and the names and addresses of the directors are:

Shams H. Bhaloo

4041 Cattlemen Road Sarasota, Florida 34233

ARTICLE SEVEN

The name and the address of the incorporator is:

Paige McMichael

c/o Casella & McMichael, P.A. -1432 First Street, Suite C Sarasota, Florida 34236

Paige McMichael, Incorporator

STATE OF FLORIDA COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me this 19th day of July, 1996, by Paige McMichael to me personally known and who appeared before me at the time of notarization and who did not take an oath.

NOTARY PUBLIC STATE OF FLORIDA

PAMELA MOORE
COMMISSION # CC 380725
EXPIRES JUN 8,1998
BOINDED THRU
ATLANTIC BORDING CO., INC.

Typed/Printed Name of Notary

Personally Known: ; or Producing Identification: Type of Identification Produced:

ACCEPTANCE BY DESIGNATION REGISTERED AGENT/REGISTERED AGENT/

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as 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 my position as registered agent.

Robert VM. Casella, Esq. Date: July 19, 1996