

P96000074364

ICARD, MERRILL, CULLIS, TIMM,

FUREN & GINSBURG, P.A.

ATTORNEYS AND COUNSELLORS

80.13 MAIN STREET SUITE 600

SARASOTA, FLORIDA 34237-8001

10411 300 8100

FACSIMILE

10411 300 8304

REPLY TO: P. O. BOX 4195

SARASOTA, FLORIDA 34230-4195

100 NORTH TAMPA SUITE 3180

PORTAL SQUARE 3430

TAMPA, FLORIDA 33601

10131 221 8100

TAMPA FACSIMILE

10131 220 0880

CHARLES J. BARTLETT

WRITER & DIRECT LINE

10411 300 8113

September 3, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32339

2000019107512
-09/04/96 -01154 -003
****140.00 ****70.00

RE: Southfork Restaurants, Inc.
Southfork Holdings, Inc.

Dear Sir or Madame:

Enclosed herewith is an original and one copy of Articles of Incorporation for both of the referenced corporations. Please file same, and return the copies to my attention at the above address. Also enclosed is a check for \$140.00 for your filing fee.

If you have any questions or need anything further, please contact me.

Very truly yours,

ICARD, MERRILL, CULLIS,
TIMM, FUREN & GINSBURG, P.A.



Sharon Firlotte
Certified Legal Assistant to
Charles J. Bartlett

Enclosures

D. BROWN SEP - 9 1996

ARTICLES OF INCORPORATION
OF
SOUTHFORK RESTAURANTS, INC.

ARTICLE 1. - NAME

The name of the corporation is Southfork Restaurants, Inc.

ARTICLE 2. - PRINCIPAL OFFICE

The principal office of the corporation shall initially be at 204 Sarasota Quay, Sarasota, FL 34236. The corporation may change its principal office from time to time as permitted by law.

ARTICLE 3. - MAILING ADDRESS

The initial mailing address of the corporation shall be 204 Sarasota Quay, Sarasota, FL 34236. The corporation may change its mailing address from time to time as permitted by law.

ARTICLE 4. - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 5. - SHARES

This corporation is authorized to issue 1,000 shares of voting common stock with a par value of \$1.00 per share.

ARTICLE 6. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2033 Main Street, Suite 600, Sarasota, Florida 34237, and the name of the initial registered agent of this corporation at that address is Charles J. Bartlett.

ARTICLE 7. - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation is:

Denis Lanoue
204 Sarasota Quay
Sarasota, FL 34236

ARTICLE 8. - INCORPORATOR

The name and address of the Incorporator is:

Denis Lanoue
204 Sarasota Quay
Sarasota, FL 34236

ARTICLE 9. - CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors.

ARTICLE 10. - INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE 11. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

The undersigned Incorporator has executed these Articles of Incorporation on the 3rd day of September, 1996.

Denis Lanoë
DENIS LANOUE

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 3rd day of September, 1996 by DENIS LANOUE, who is personally known to me or who has produced N/A as identification and who did take an oath.



SHARON D FIRLOTTE
My Commission CC655801
Expires Jul. 24, 2000

Sharon D. Firlotte
Signature of Notary

Sharon D. Firlotte
Name of Notary (typed or printed)

Notary Public, State of Florida
Serial Number CC655801

My Commission Expires:

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
SOUTHFORK RESTAURANTS, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and it further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

DATED: September 3, 1996.



CHARLES J. BARTLETT
Registered Agent

P96000074364

SRC
1-2713

ICARD, MERRILL, CULLIS, TIMM,

FUREN & GINSBURG, P.A.

ATTORNEYS AND COUNSELLORS

2013 MAIN STREET SUITE 600

SARASOTA, FLORIDA 34237-0091

(941) 368 8100

FACSIMILE

(941) 368 6384

REPLY TO P O BOX 4196

SARASOTA, FLORIDA 34230-4196

100 NORTH TAMPA SUITE 2100

HUNTER SQUARE 3410

TAMPA, FLORIDA 33601

(813) 221 8100

TAMPA FACSIMILE

(813) 220 0860

CHARLES J. BARTLETT

WRITER'S DIRECT LINE

(941) 953 8113

September 3, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32339

21000015887912
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ICARD, MERRILL, CULLIS,
TIMM, FUREN & GINSBURG, P.A.

Sharon Firlotte
Certified Legal Assistant to
Charles J. Bartlett

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP - 4 AM 9:48

Enclosures

D. BROWN SEP - 9 1996

ARTICLES OF INCORPORATION
OF
SOUTHFORK RESTAURANTS, INC.

SECRET FILED
DIVISION OF STATE
95 SEP - 1 11 9:48

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Denis Lanoue
DENIS LANOUE

STATE OF FLORIDA
COUNTY OF SARASOTA

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SHARON D FIRLOTTE
My Commission CG565501
Expires Jul. 24, 2000

Sharon D. Firlotte
Signature of Notary

Sharon D. Firlotte
Name of Notary (typed or printed)

Notary Public, State of Florida
Serial Number CG565501

My Commission Expires:

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
SOUTHFORK RESTAURANTS, INC.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION
95 SEP -6 AM 9:48

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DATED: September 3, 1996.



CHARLES J. BARTLETT
Registered Agent