

P96000076833

1201 HAYS STREET
TALLAHASSEE, FL 32301-1607
904-221-1711
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800-342-8086

CSC networks

PRIORITIZED
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072106000032 CORPORATION

REFERENCE : 086251 4346980

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pyjette

ORDER DATE : September 16, 1996

ORDER TIME : 9:20 AM

ORDER NO. : 086251

000001947710

CUSTOMER NO: 4346980

CUSTOMER: Ms. Patty Mcelwain-wood
KALISH & WARD

Suite 4100
101 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC FILING

NAME: TONY'S BARBECUE, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

g 9/16/96

FILED
SEP 16 1996
FBI - TAMPA
RECEIVED

**ARTICLES OF INCORPORATION OF
TONY'S BARBECUE, INC.**

96 SEP 16 PM 1:13

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

NAME

The name of this corporation shall be: Tony's Barbecue, Inc.

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this corporation shall be:

9335 Wellington Park Circle
Tampa, Florida 33647

ARTICLE 3

CAPITAL STOCK

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE 4

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at 101 E. Kennedy Boulevard, Suite 4100 Tampa, Florida 33602 and the initial registered agent of this corporation at such office shall be Gary Walker. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 5

BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE 6

INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of two (2) members, such members to hold office until their successors have been duly elected and qualify. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Gary Gauthier	9335 Wellington Park Circle Tampa, Florida 33647
Steve BonGiorno	602 Pinedale Court Brandon, Florida 33511

ARTICLE 7

INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Gary Walker	101 E. Kennedy Boulevard Suite 4100 Tampa, Florida 33602

ARTICLE 8

PURPOSES AND DURATION

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

ARTICLE 9

BY-LAWS

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

ARTICLE 10

AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions 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.

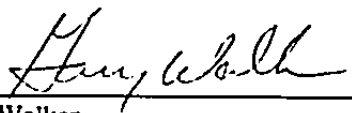
ARTICLE 11

AFFILIATED TRANSACTIONS

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

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

DATED September 13, 1996.



Gary Walker

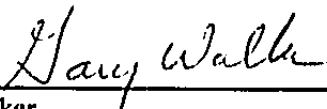
TONY'S BARBECUE, INC.

FILED
OFFICE OF STATE
REGISTRAR
CORPORATIONS

ACCEPTANCE OF SERVICE AS REGISTERED AGENT 96 SEP 16 PM 1:13

The undersigned, GARY WALKER, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 13th day of September, 1996.



Gary Walker

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0393 FAX

800-342-8086



P96000076833

ACCOUNT NO. : 072100000032

REFERENCE : 154986 4346980

AUTHORIZATION : Patricia Pyjunt

COST LIMIT : \$ 87.50

ORDER DATE : November 14, 1996

ORDER TIME : 10:19 AM

ORDER NO. : 154986-005

500002004605--3

CUSTOMER NO: 4346980

CUSTOMER: Ms. Patty McElwain-wood
Kalish & Ward
Suite 4100
101 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: TONY'S BARBECUE, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

Amendment
11-14-96

FILED
96 NOV 14 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 NOV 14 AM 10:52
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
TONY'S BARBECUE, INC.**

FILED
56 NOV 14 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TONY'S BARBECUE, INC., a corporation organized and existing under the laws of State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed by the Secretary of State of the State of Florida on September 16, 1996. Article 3 of the Articles of Incorporation authorized the Corporation only to issue one class of stock, which is voting common stock.

1. The amendment to the Articles of Incorporation being effected hereby will completely delete Article 3 of the Articles of Incorporation as of the date hereof and substitute in its place the Article 3 set forth below.

2. As amended below, Article 3 of the Articles of Incorporation has the effect of authorizing the corporation to issue five hundred thousand (500,000) shares of Class A Voting Common Stock and five hundred thousand (500,000) shares of Class B Non-Voting Common Stock. Article 3 will delineate the voting rights of Class A Common Stock and the lack of voting rights of Class B Common Stock and shall provide that all shares of the Class A Common Stock and Class B Common Stock shall have equal and the same rights with respect to dividends and liquidation rights.

3. This amendment to the Articles of Incorporation was adopted by the undersigned sole incorporator prior to issuance of shares of stock of the corporation, pursuant to Section 607.1005, Florida Statutes.

4. These Articles of Amendment to the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida and, thereafter, Article 3 of the Articles of Incorporation of the Corporation shall read as follows:

ARTICLE 3

Capital Stock

1. Authorized Capitalization. The total number of shares of capital stock authorized to be issued by this Corporation shall be:

(a) 500,000 shares of Class A Voting Common Stock, par value \$.01 per share (the "Class A Common Stock"); and

(b) 500,000 shares of Class B Non-Voting Common Stock, par value \$.01 per share (the "Class B Common Stock").

2. Payment for Stock. All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property, labor, or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.

3. Voting. The voting power of this Corporation shall be vested solely in the Class A Common Stock. Holders of shares of Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock. Shares of Class B Common Stock shall not be entitled to any vote on any matters brought before shareholders for a vote. There shall be no cumulative voting in the election of directors.

4. Dividends. All shares of the Class A Common Stock and Class B Common Stock shall have equal and the same rights with respect to dividends. Holders of the Common Stock shall be entitled to receive any dividends declared by the Corporation's Board of Directors out of funds legally available therefor. Any such dividends may be paid in cash, property or shares of Class B Common Stock. All dividends will be declared and awarded in the sole discretion of the Corporation's Board of Directors.

5. Liquidation Rights. All shares of the Class A Common Stock and Class B Common Stock shall have equal and the same rights with respect to liquidation. In the event of liquidation, dissolution or winding up of the Company, the holder(s) of the Corporation's Common Stock shall be entitled to receive on a pro rata basis the remainder of any net assets of the Corporation available for distribution.

IN WITNESS WHEREOF, TONY'S BARBECUE, INC., has caused these Articles of Amendment to the Articles of Incorporation to be executed this 12th day of November, 1996.

TONY'S BARBECUE, INC.

By: Gary Walker
Gary Walker, Incorporator

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