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September 27, 1996

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

EFFECTIVE DATE
9-27-96

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-10/02/96--01037--009
*****78.75 *****78.75

SUBJECT: MAGNOLIA'S FINE DINING, INC.

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a certificate of status.

A check for \$78.75 is enclosed. This represents payment for filing and designation fees and a certificate of status.

Thank you for your attention to this matter.

FROM: Margaret Pearce
Margaret Pearce
Attorney (FL Bar # 965677)
P.O. Box 16183
St. Petersburg, FL 33733
(813)898-4210

FILED
96 OCT -1 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
9-27-96

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MAGNOLIA'S FINE DINING, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation shall be: MAGNOLIA'S FINE DINING, INC.

Article 2. Address. The address of the principal office is: 826 Dartmoor Street North, St. Petersburg, Florida 33701 and the mailing address of the Corporation is: 826 Dartmoor Street North, St. Petersburg, Florida 33701.

Article 3. Authorized Shares. The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue one hundred (100) common shares. Such shares shall have a par value of One Dollar (\$1) per share.

Article 4. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 826 Dartmoor Street North, St. Petersburg, Florida 33701, and the name of its initial Registered Agent at that address is P. LYNN DIVENUTI.

Article 5. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

P. LYNN DIVENUTI, 826 Dartmoor Street North, St. Petersburg, Florida 33701 and CINDY ANN HILLMAN, 826 Dartmoor Street North, St. Petersburg, Florida 33701.

Article 6. Incorporators. The name and address of each Incorporator is as follows:

P. LYNN DIVENUTI, 826 Dartmoor Street North, St. Petersburg, Florida 33701 and CINDY ANN HILLMAN, 826 Dartmoor Street North, St. Petersburg, Florida 33701.

Article 7. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 8. Commencement of Corporate Existence. In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is September 27, 1996.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 27 day of September, 19 96.


P. LYNN DIVENUTI


CINDY ANN HILLMAN

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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 the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


P. LYNN DIVENUTI

Date: 27 September, 19 96.

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TALLAHASSEE, FLORIDA