

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

907-222-0171
907-222-0171 FAX

P96000095740



PRENTICE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 164698 80575A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 22, 1996

ORDER TIME : 10:08 AM

ORDER NO. : 164698-005

CUSTOMER NO: 80575A

CUSTOMER: James L. Cottrell, Esq
COTTRELL WARCHOL MERCHANT
HELDRETH & PARSONS
P. O. Box 767

Cape Coral, FL 33910

DOMESTIC FILING

NAME: PJ'S SPORTS BAR & GRILLE OF
SOUTHWEST FLORIDA, 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: W. Charles Earnest

EXAMINER'S INITIALS:

KR
11-25-96

FILED
95 NOV 22 10:08 AM
TALLAHASSEE, FL

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-11/22/96--01040--024
****122.50 ****122.50

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95 NOV 22 10:08 AM
TALLAHASSEE, FL

ARTICLES OF INCORPORATION
OF

PJ'S SPORTS BAR & GRILLE OF SOUTHWEST FLORIDA, INC.

The undersigned, acting as incorporators of a corporation under the laws of the State of Florida, and Florida Statutes, Chapter 607, hereby set forth and declare:

C H A R T E R

Article I

The name of the corporation shall be PJ'S SPORTS BAR & GRILLE OF SOUTHWEST FLORIDA, INC.

Article II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article III

The aggregate number of shares which the corporation shall have authority to issue shall be 500 shares of \$1.00 par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. The shares of the Corporation shall not be divided into classes and the Corporation is not authorized to issue shares in series.

Article IV

The corporation shall commence business on filing with the Secretary of State, and it shall be perpetual until dissolved as provided by law.

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96 NOV 22 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article V

The mailing address of the corporation shall be 1314 E. Cape Coral Parkway, the City of Cape Coral, County of Lee, in the State of Florida. The location of the corporation is 1314 E. Cape Coral Parkway, Cape Coral, Florida, 33904. The corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

Article VI

The corporation shall have a Board of Directors of not less than one (1) nor more than three (3) directors, which number may be increased or decreased from time to time. The number of directors shall be established by the Shareholders at their annual meeting or any special meeting called for such purpose, unless the number is fixed by the Bylaws.

Article VII

The initial Board of Directors shall consist of one (1) member, who need not be a resident of the State of Florida or shareholders of the Corporation. The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

TAROLL A. GRAZIANO

1927 S.W. 12th Place
Cape Coral, FL 33991

Article VIII

The Officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Secretary and a Treasurer, and such other officers, agents and factors, chosen in such manner, holding their office for such term and having such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The names and post office addresses of the Officers who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of the Board of Directors shall be:

TAROLL A. GARZIANO
1927 S.W. 12th Place
Cape Coral, FL 33991

President, Secretary, Treasurer
and Director

Article IX

The name and post office address of the incorporators and initial subscribers of this corporation, with the number of shares subscribed for, are as follows:

TAROLL A. GRAZIANO
1927 S.W. 12th Place
Cape Coral, FL 33991

500 Shares

Article X

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

Article XI

The street address of the initial registered office of this corporation is 1314 E. Cape Coral Parkway, Cape Coral, Florida, 33904, and the name of the initial registered agent of this corporation at that address is MICHELLE VILARDI.

Article XII

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article XIII

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

Article XIV

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Article XV

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or

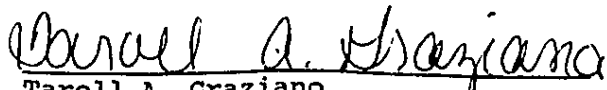
officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

Article XVI

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a

majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, I the undersigned being all of the original subscribers to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby jointly and severally certifying that the facts therein stated are true, and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set my hand and seal at Cape Coral, Florida, this _____ day of November, 1996.

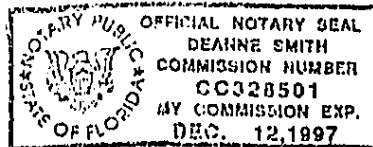
 Seal)
Taroll A. Graziano

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 21st day of November, 1996, by TAROLL A. GRAZIANO, who is personally known to me or who has produced DRIVER LICENSE(S) as identification, who did not take an oath and who made and subscribed to the foregoing Articles of Incorporation, and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

Deanne Smith
Print Name: DEANNE SMITH
Notary Public

My commission expires:



In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First That PJ'S SPORTS BAR & GRILLE OF SOUTHWEST FLORIDA, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Cape Coral, County of Lee, State of Florida, has named MICHELLE VILARDI, located at 1314 E. Cape Coral Parkway, City of Cape Coral, County of Lee, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENTS:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Michelle C. Vilardi
Michelle Vilardi,
Registered Agent

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STATE
TREASURY

P96000095740

FROM

CLARK COUNTY
1119 E. CAPE CORAL PKWY

7c

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #) **200002202932--8**
-06/11/97--01080--004
*****35.00 *****35.00
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|-------------------------------------|--|
| <input checked="" type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|-----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

| | |
|---------------------|-------------------------------------|
| Examiner's Initials | 7-7-97 <i>[Signature]</i> |
|---------------------|-------------------------------------|



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 19, 1997

NORTHAMERICAN FINANCIAL SERVICES INC
1314 E CAPE CORAL PKWY
SUITE 102
CAPE CORAL, FL 33904

SUBJECT: PJ'S SPORTS BAR & GRILLE OF SOUTHWEST FLORIDA, INC.
Ref. Number: P96000095740

We have received your document for PJ'S SPORTS BAR & GRILLE OF SOUTHWEST FLORIDA, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

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) 487-6052.

Vickie Whitfield
Corporate Specialist

Letter Number: 297A00032615

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

PJ'S SPORTS BAR & GRILLE OF SOUTHWEST FLORIDA, INC.

CORP. NUMBER P96000095740

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

NAME CHANGED TO "SOME PLACE ELSE LOUNGE, INC."

Corp. Number P960000095740

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

na

THIRD: The date of each amendment's adoption: 6-1-97

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 26th of June, 1997

Signature Charles A. Sharjano

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Charles A. Sharjano

Typed or printed name

Title

AMENDMENT OF ARTICLE I

I hereby amend Article I which is the name of the corporation shall be **PJ's SPORTS BAR & GRILLE OF SOUTHWEST FLORIDA, INC.**, Ref Number: P96000095740, which was filed with the Secretary of State on November 22, 1996 at 8:28 a.m.

I request the name to be changed to "Some Place Else Lounge, Inc."

Taroll A. Graziano

Taroll A. Graziano, President

The foregoing instrument was acknowledged before me this 26th day of June, 1997 by Taroll A. Graziano, who is personally known to me and who has produced Florida Drivers License as identification.

Roxanne Mary Martin

Notary Public

My commission expires:



ROXANNE MARY MARTIN
MY COMMISSION # CC445794 EXPIRES
March 16, 1999

P.S. Please contact my husband, Peter J. Graziano at (800)814-8335 upon change of name.
Thank you.