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1029 WEST MAGNOLIA STREET  
LEESBURG, FLORIDA 34748

November 27, 1996

11-29-96

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

800002017508--1  
-12/03/96--01043--011  
\*\*\*\*122.50 \*\*\*\*122.50

Re: **Dinner Bell Restaurant, Inc.**

Dear Sir:

Please find enclosed Articles of Incorporation along with my check in the amount of \$122.50 to cover the filing fee.

Thank you for your attention to this matter.

Very Truly Yours,

*J. Robert Duggan*

J. Robert Duggan  
Attorney At Law

JRD/ki

Enclosures

12/5/96  
TB

FILED  
96 DEC -2 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
DINNER BELL RESTAURANT, INC.

ARTICLE I. NAME

NAME: The name of this corporation is DINNER BELL RESTAURANT, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence, commencing on the 20<sup>th</sup> day of  
NOVEMBER, 1996.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of operating a restaurant facility and transacting any and all other lawful business in the State of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of (\$1.00) par value common stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The principal place of business and street address of the initial registered office of this corporation is 3170 U.S. 27/441, Fruitland Park, Florida 34731 and the name of the initial

registered agent of this corporation at that address is TRAUTE C. G. GIBBS.

#### ARTICLE VII. 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 (1). The name and address of the initial director of this corporation is:

TRAUTE C. G. GIBBS  
3170 U.S. 27/441  
Fruitland Park, Florida 34731

#### ARTICLE VIII. SUBSCRIBER

The name and address of the subscriber signing these articles is:

TRAUTE C. G. GIBBS  
3170 U.S. 27/441  
Fruitland Park, Florida 34731

#### ARTICLE IX. POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except this corporation shall not have the power to be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise, unless fifty-one percent (51%) of the Board of Directors of this corporation shall resolve to do so in a regular or special meeting at any time before or after the corporation has acted.

#### ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI. AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on the 21<sup>st</sup> day of November, 1996.

Traute C. G. Gibbs  
TRAUTE C. G. GIBBS

STATE OF FLORIDA

COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared TRAUTE C. G. GIBBS, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, that I relied upon the following form of identification of the above-named person: Personally Known and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 21<sup>st</sup> day of November, 1996.

J. Robert Duggan  
Notary Public  
J. Robert Duggan  
Printed Name

My Commission Expires:

(SEAL)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

FILED  
6 DEC -2 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

First--That DINNER BELL RESTAURANT, 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 FRUITLAND PARK County  
of LAKE, State of FLORIDA  
has named TRAUTE C. G. GIBBS  
located at 3170 U.S. 27/441, Fruitland Park, Florida 34731  
(Street address and number of building,  
Post Office Box address not acceptable)  
City of FRUITLAND PARK, County of LAKE  
State of Florida, as its agent to accept service of process within  
this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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 Traute C. G. Gibbs  
TRAUTE C. G. GIBBS  
(Registered Agent)