

P960000100716

FORD & LOVELACE, P. A.

ATTORNEYS AT LAW

2310 WEST BAY DRIVE

LARGO, FLORIDA 33770

TELEPHONE (813) 581-0421

FAX (813) 581-0422

ESTATE PLANNING & ADMINISTRATION

TAX, CORPORATION & BUSINESS LAW

REAL PROPERTY LAW

EDWIN I. FORD
WILLIAM K. LOVELACE*

*LL.M. IN TAXATION

December 8, 1996

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

900002027518--S
-12/12/96--01079--007
*****70.00 *****70.00

RE: Carl's Downtown, Inc.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for Carl's Downtown, Inc., along with a check for \$70.00 for the filing fee.

Please return to this office, the original recorded Articles for the corporate record book. These Articles are to be effective December 9, 1996.

Thank you for your prompt assistance in this matter.

Yours very truly,

William K. Lovelace

WKL/cc
Enclosures

fuerstman\corp\ecstate.ltr

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 12 PM 1:15

EFFECTIVE DATE

12/9/96

ARTICLES OF INCORPORATION
OF

CARL'S DOWNTOWN, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 12 PM 1:15

THE UNDERSIGNED, being competent to contract, does subscribe to these Articles of Incorporation and acts as Incorporator for the purpose of forming a corporation for profit under the laws of the State of Florida, and does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be **CARL'S DOWNTOWN, INC.**

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

A. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safety deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

B. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in that State of Florida and in all other states and countries.

C. Contract debt and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

D. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

E. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other State or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

P. To engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is twenty-five thousand (25,000) shares of common stock, having a par value of \$.01 per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business shall not be less than the sum of \$500.00.

ARTICLE V - PREEMPTIVE RIGHTS

The Corporation shall have the power to create and issue, with or without any connection to the issue and sale of any shares of stock or other securities, rights, warrants or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices, but not less than par if such shares have par value, as the Board of Directors may provide and which shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the consideration of the issuance of such rights, warrants or options and the sufficiency thereof shall be conclusive.

ARTICLE VI - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VII - INITIAL ADDRESS OF REGISTERED OFFICE AND DESIGNATION OF REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida is 2310 West Bay Drive, Largo, Pinellas County, Florida. The Board of Directors may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as William K. Lovelace, Esquire. The Registered Agent of the Corporation may be changed at any time by a vote of the Board of Directors without an amendment of these Articles.

ARTICLE VIII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time, by a vote of the then acting Director or Directors by majority rule when approved by the Stockholders, but shall never be less than one (1).

ARTICLE IX - INITIAL DIRECTORS

The name and street address of the member of the initial Board of Directors is:

Carl Fuerstman
451 Central Park Drive
Largo, Florida 33771

The above named Director shall hold office for the first year of existence of the Corporation or until successors are elected.

ARTICLE X - SUBSCRIBER

The name and street address of the undersigned as subscriber to these Articles of Incorporation is: William K. Lovelace, Esquire, 2310 West Bay Drive, Largo, Florida, 33770.

The undersigned as subscriber certifies that the stock subscribed for will not be less than the amount of capital with which the Corporation shall begin business.

ARTICLE XI - INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, or his or her personal representative, is or was a director, officer or employee of the Corporation, or any corporation in which he or she served as such at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit or proceeding, or in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his or her duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director or employee may be entitled apart from the provisions of this Section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and in good faith upon financial statements of the Corporation represented to him or her to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall he or she be liable if in good faith in determining the amount available for dividends or distribution, he or she considered the assets to be of ample value.

ARTICLE XII - BY-LAWS AND STOCKHOLDERS AGREEMENT

The stockholders, by agreement, or the By-Laws of the Corporation may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholder, or any stockholder required to sever financial interests in the Corporation. Where the By-Laws are amended for the purpose of changing, modifying or otherwise repealing provisions respecting the management of this Corporation, then only the stockholders of this Corporation shall have the power to so adopt, amend, modify or repeal such By-Laws.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that the Articles of Incorporation be amended.

ARTICLE XIV - DATE OF INCEPTION

The date of the corporate existence shall begin effective December 9, 1996, according to the Statutes of the State of Florida.

ARTICLE XV - PRINCIPAL ADDRESS

The initial principal address of the corporation for purposes of communicating with the Secretary of the State of Florida on behalf of the corporation is 451 Central Park Drive, Largo, Florida 33771.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 9th day of December, 1996.

 (SEAL)
WILLIAM K. LOVELACE, ESQUIRE

STATE OF FLORIDA)
COUNTY OF PINELLAS)

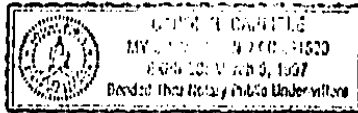
I HEREBY CERTIFY, that on this day, before me, a notary public duly authorized in the State of County above named to take acknowledgments, the undersigned notary, personally appeared **WILLIAM K. LOVELACE**, known to me, and who did take an oath, to be the person whose name is subscribed to the above instrument and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he voluntarily executed these Articles of Incorporation for the uses and purposes herein contained.

WITNESS my hand and official seal in the County and State above named, this 9th day of December, 1996.



Notary Public

My Commission Expires:



fuerstman\corp\articles.1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 12 PH 1:15

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and Article VII of these Articles of Incorporation, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

William K. Lovelace, Esquire
2310 West Bay Drive
Largo, Florida 33770

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.

 (SEAL)
WILLIAM K. LOVELACE, ESQUIRE

EKONOMIDES & ASSOCIATES

ATTORNEYS & COUNSELORS AT LAW
ONE TAMPA CITY CENTER

P96000100716

January 2, 1997

VIA CERTIFIED # Z 399 576 946

100002051711--S
-01/09/97--01005--002
*****35.00 *****35.00

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

RE: Carl's Downtown, Inc.
Articles of Amendment to the Articles of Incorporation

Dear Sir or Madam:

Please find enclosed a check for \$35.00 to cover the filing fee costs for the
Articles of Amendment of the above-mentioned corporation. Thank you.

Very truly yours,



Nickolas C. Ekonomides

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN 27 PM 1:22

APPROVED
AND
FILED

NCE:pic
encl.

P96000100716
CY



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 17, 1997

EKONOMIDES & ASSOCIATES
201 N. FRANKLIN STREET, SUITE 2350
TAMPA, FL 33602

SUBJECT: CARL'S DOWNTOWN, INC.
Ref. Number: P96000100716

We have received your document for CARL'S DOWNTOWN, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in the document.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 097A00002606

RECEIVED
7 JAN 27 AM 8:31
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION

OF

Carl's Downtown, Inc.

To: Department of State
Tallahassee, Florida 32314

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Carl's Downtown, Inc.
2. Article IV of the Articles of Incorporation is amended as follows:

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) voting shares of common stock at one dollar (\$1.00) par value each, and twenty-five (25,000) non-voting shares at one dollar (\$1.00) par value each which shall be designed as "Voting Common Shares," "Non-voting Common Shares" collectively as "Common Shares."

3. The amendment was adopted on December 20, 1996, in the manner prescribed by the Florida Business Corporation Act by the board of directors without shareholder and shareholder action was not required.
4. This Amendment shall be effective upon the earlier of its adoption or its filing with the Secretary of State as provided by the Florida Business Corporation Act.

57 JAN 29 11:29 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

IN WITNESS WHEREOF, the undersigned directors do hereunto set their hands this 20th day of December, 1996.

Carl Fuerstman
Carl Fuerstman, Director

Roger Humbert
Roger Humbert, Director

_____(SEAL)

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 20th day of December, 1996, by Carl Fuerstman, as Director of Carl's Downtown, Inc., who is personally known to me or ___ / who produced a valid _____ drivers license number _____ as identification; and by Roger Humbert, as Director of Carl's Downtown, Inc., who is personally known to me or ___ / who produced a valid _____ drivers license number _____ as identification



PATRICIA J. CELEN
My Commission CC532974
Expires Feb. 15, 2000

Patricia J. Ceelen
Patricia J. Ceelen
NOTARY PUBLIC, State of Florida

My Commission Expires: February 15, 2000