

P96000102316

CERTIFICATE AND ARTICLES OF INCORPORATION

OF

DAVAL RESTAURANTS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned persons, having the age of eighteen (18) years or more, has associated themselves for the purpose of forming a corporation under the laws of the State of Florida and does hereby adopt the following Certificate and Articles of Incorporation.

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1. **Name.** The name of this corporation is Daval Restaurants, Inc.
2. **Purpose and Powers.** This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time, and specifically but not limited thereof, the purpose of: Food Service.

This corporation shall have the broad general powers set forth by regulation and statute in this state.

3. **Duration.** The duration of this corporation shall be for in perpetuity.
4. **Statutory Agent.** The corporation appoints Albert Alhadeff who is a bona fide resident of Florida. This appointment may be revoked at any time in accordance with the rules of the State of Florida.

5. **Registered Place of Business.** The initial registered place of business shall be:

Street Address: 5364 Ehrlich Road, Suite 396, Tampa, Florida 33625

Mailing Address: 5364 Ehrlich Road, Suite 396, Tampa, Florida 33625

Copies of all corporate records shall be kept at the registered place of business.

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6. **Board of Directors.** The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the bylaws. In case of any increase in the number of directors, the additional directors shall be elected by the shareholders at an annual or special meeting, as shall be provided in the bylaws.

The initial Board of Directors shall consist of two persons, who shall serve until their successors are qualified according to the bylaws, and whose names and addresses are:

David Franco, 5364 Ehrlich Road, Suite 396, Tampa, Fl 33625.

Albert Alhadeff, 5364 Ehrlich Road, Suite 396, Tampa, Fl 33625.

7. **Amendment of Bylaws.** Both the shareholders and the board of directors shall have the power to amend the bylaws as provided in the bylaws.

8. **Incorporators.** The name and address of the undersigned incorporator is:

Albert Alhadeff, 5364 Ehrlich Road, Suite 396, Tampa, Fl 33625.

All powers, duties and responsibilities of the incorporator shall cease at the time of delivery of this Certificate and Articles of Incorporation to the person or department with whom the Articles are filed.

9. **Commencing Business.** The minimum amount of capital with which the corporation shall commence business is zero (\$0.00) dollars.

10. **Capital Stock.** The authorized capital stock of the corporation shall be as follows:

The number of Class "A" shares of common voting stock shall be ten-thousand (10,000) shares with a par value of one dollar (\$1.00) per share.

The shareholders of the corporation at any duly constituted meeting may, by resolution having two-thirds approval of all holders of stock outstanding and issued and recorded in writing in the minutes of a meeting, place such restrictions upon the transfer or encumbrance of the capital stock

of the corporation as they deem advisable, so long as such restriction is reasonable and not an undue restraint or alienation of stock. At such meeting the shareholders may determine the method by which the restrictions upon transfer or encumbrance of the capital stock of the corporation may thereafter be rescinded or modified, and in the absence of such a determination, such restrictions shall be rescinded or modified, only by unanimous approval of all the shareholders at a meeting called for such purpose. All such restrictions on the transfer or encumbrance of a stock of this corporation shall be recorded on all certificates of stock in every shareholder, his heirs, assigns and personal representatives.

11. **Preemptive Rights.** Any preemptive rights that are to be granted to the stockholders are as follows:

All stock of the corporation shall be subject to these restrictions and have endorsed thereon the appropriate notice contained in this paragraph.

Other preemptive rights adopted by this corporation are as follows: None.

No other preemptive rights will be amended into the Certificate and Articles of Incorporation without unanimous vote of the stockholders.

12. **Other Provisions.** There are no other provisions.

13. **Additional Articles.** The corporation adopts the following additional articles, as required by the laws of this state:

None.

14. **Statutory Agent Verification.** Having been designated to act as Statutory Agent, I hereby consent to act in that capacity until removed or until my resignation is submitted in accordance with the laws of this state.

The Statutory Agent can be reached at the following address:

2900 4th Street North, St. Petersburg, FL 33704-2156

Dated: December 11, 1996

Albert Alhadeff
Albert Alhadeff
Signature of Statutory Agent

IN WITNESS WHEREOF, the following incorporator has signed these Articles of Incorporation, intending that they become effective as of this date: December __, 1996.

Printed Name

Signature

Albert Alhadeff

Albert Alhadeff

THE AFORESIGNED, Albert Alhadeff, being personally known to me or having shown Florida Driver License for identification, has SWORN TO AND SUBSCRIBED before me, this 11 day of December, 1996.

Julia Grayson
Julia Grayson
NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:



Julia Grayson
My Commission 00800001
Expires November 1, 2000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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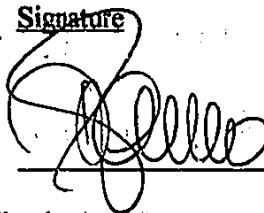
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IN WITNESS WHEREOF, the following incorporator has signed these Articles of Incorporation, intending that they become effective as of this date: December 11, 1996.

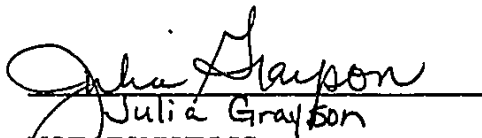
Printed Name

Signature

David Franco



THE AFORESIGNED, David Franco, being personally known to me or having shown Florida Driver License for identification, has SWORN TO AND SUBSCRIBED before me, this 11 day of December, 1996.


Julia Grayson
NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:



Julia Grayson
My Commission CC800801
Expires November 11, 2000

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TALLAHASSEE, FLORIDA