

CONTACT:

**796000103040**  
572

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

526 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

RECORDED  
12/23/96  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

OFFICE USE ONLY

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

1 Angus Restaurant & Bar Inc.  
(Corporation Name) (Document #)

2 \_\_\_\_\_  
(Corporation Name) (Document #)

3 \_\_\_\_\_  
(Corporation Name) (Document #)

4 \_\_\_\_\_  
(Corporation Name) (Document #)

**RUSH**

- Walk In
- Mail Out
- Will Wait
- Photocopy
- Pick Up Time

EFFECTIVE DATE  
DEC 20 1996

- Certified Copy
- Certificate of Status
- Certificate of Good Standing
- ARTICLES ONLY
- ALL CHARTER DOCUMENTS
- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
96 DEC 23 PM 3: 37  
FILED

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

AMENDMENTS	
<input 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

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

**HOLD FOR PICKUP BY UCC SERVICES**  
*Joe 12/23*  
Examiner's Initials

**EFFECTIVE DATE**  
**DEC 20 1996**

**ARTICLES OF INCORPORATION**  
**OF**  
**ANGUS RESTAURANT & BAR, INC.**

FILED  
96 DEC 23 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation being a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

**CORPORATE NAME**

The name of this corporation is ANGUS RESTAURANT & BAR, INC.

**ARTICLE II**

**DURATION**

The corporation shall have perpetual existence beginning with the date of the execution of the Articles.

**ARTICLE III**

**PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV**

**CAPITAL STOCK**

The corporation is authorized to issue 1500 shares of \$1.00 par value common stock, which shall be designated "common shares". The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and all regulations issued thereunder. Such actions as are necessary will be taken by the officers of this corporation to accomplish this

compliance. This corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue Code.

#### ARTICLE V

##### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which they hold, shall have the right to purchase their 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 VI

##### ADDRESSES

The address of the principal place of business of the corporation is: 4209 Tamiami Trail East, Naples, FL. 34112. The street address of the corporation's initial registered office of the corporation is: 2335 Tamiami Trail No., #308, Naples, FL. 34103, and the name of the initial registered agent of the corporation at that address is: DOUGLAS L. RANKIN. The shareholder(s) may from time to time select and so communicate, by appropriate notice to the Department of State, another registered office or registered agent or both.

#### ARTICLE VII

##### INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) Director initially. The

number of directors may be increased or diminished from time to time by the bylaws but shall never be less than 1. The names and addresses of the initial director(s) of the corporation are:

<u>NAMES</u>	<u>ADDRESSES</u>
EVELYN RODRIGUES	830 Marblehead Drive Naples, FL. 34104

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
EVELYN RODRIGUES	830 Marblehead Drive Naples, FL. 34104

ARTICLE IX

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Shareholder(s).

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s),

except the Preemptive Rights created in Article V are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of December, 1996.

  
EVELYN RODRIGUES, subscriber

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That, ANGUS RESTAURANT & BAR, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Naples, County of Collier, State of Florida, has named DOUGLAS L. RANKIN, located at 2335 Tamiami Trail North, Suite 308, in the City of Naples, County of Collier, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process of the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the

provisions of said Act, including those relative to keeping open  
said office.

  
DOUGLAS L. RANKIN

c:\law\3406.1

FILED  
96 DEC 23 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA