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December 20, 1994

VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
Corporate Records Bureau  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Trio Restaurant, Inc.

Gentlemen:

Enclosed for filing are the proposed Articles of Incorporation for Trio Restaurant, Inc.

Also enclosed is a check in the amount of \$122.50 to cover the following:

1. Filing fee	\$35.00	EFFECTIVE DATE
2. Certified copy of Articles	52.50	12-16-94
3. Registered agent designation	35.00	

Please file the original Articles and forward a certified copy of the Articles to the undersigned in the envelope provided.

Kindest regards,

*Donald Y. Bennett*  
Donald Y. Bennett

DYB/sj  
Enclosures

FILED  
96 DEC 23 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*[Handwritten signature]*  
12/30



ARTICLES OF INCORPORATION  
OF  
Trio Restaurant, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Trio Restaurant, Inc.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is Seven Hundred Fifty (750) shares of ten cent par value. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
EFFECTIVE DATE  
12-26-96



#### ARTICLE V

The corporation elects to have preemptive rights.

#### ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

#### ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

#### ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two (2) directors whose name and addresses are as follows:

Larry R. Moschini  
531 77th Street  
Holmes Beach, FL 34217

Aracelis Moschini  
531 77th Street  
Holmes Beach, FL 34217



ARTICLE X

The initial registered agent of the corporation is Larry R. Moschini. The street address of the corporation's initial registered office is 531 77th Street, Holmes Beach, Florida 34217.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 531 77th Street, Holmes Beach, Florida 34217.

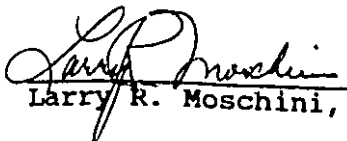
ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is Larry R. Moschini, at 531 77th Street, Holmes Beach, Florida 34217.

ARTICLE XIII

Corporate existence shall commence as of five (5) days prior to the date these Articles are filed with the Secretary of State.

The undersigned incorporator has executed these Articles of Incorporation this 20<sup>th</sup> day of December, 1996.

  
Larry R. Moschini, Incorporator



**CERTIFICATION OF ACCEPTANCE OF DESIGNATION**

**AS REGISTERED AGENT**

The undersigned, LARRY R. MOSCHINI, having been designated as Registered Agent to accept service of process for Trio Restaurant, Inc., hereby accepts such designation and agrees to act in this capacity, and further agrees to comply with the provisions of the applicable Florida Statutes relative to keeping open the registered office of the corporation at the place designated in the Articles of Incorporation as follows:

Registered Agent: Larry R. Moschini

Registered Office: 531 77th Street  
Holmes Beach, FL 34217

The undersigned Registered Agent is familiar with and accepts the obligations of Section 607.325, Florida Statutes (1985).

IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
26<sup>th</sup> day of December, 1996.

  
Larry R. Moschini

**FILED**  
96 DEC 23 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA