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PP1000001983

December 23, 1996

Florida Department of State  
Division of Corporations  
New Filing Section  
P.O. Box 6327  
Tallahassee, Florida 32301

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-01/03/97--01088--005  
\*\*\*\*122.50 \*\*\*\*122.50

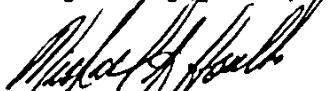
RE: SANTORINI SEAFOOD & GRILL, INC.

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation on the above-referenced proposed corporation. My check in the amount of \$122.50 is also enclosed to cover the costs thereon.

The duplicate copy has been subscribed and acknowledged in the same manner as the original. Please endorse your approval on the Articles of Incorporation on the copy thereof, certify same and return the copy to the undersigned at your earliest convenience.

Very truly yours,

  
Michael A. Houllis  
Attorney at Law

MAH:fpt

Enclosures

FILED  
97 JAN -2 AM 8:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

See 1/9

ARTICLES OF INCORPORATION  
OF  
SANTORINI SEAFOOD & GRILL, INC.

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97 JAN -2 AM 8:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, being a natural person of full age, competent to contract, do hereby form a corporation under the provisions of Florida Statutes, and I do hereby accept all of the rights and privileges, benefits, and obligations conferred and imposed by said law, and I do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is:

SANTORINI SEAFOOD & GRILL, INC.

ARTICLE II

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

The purposes for which this corporation is organized are:

A. For the management, operation, and maintenance of a restaurant business.

B. Engaging in Similar Business. To do any and all acts in the line of its business which it may deem necessary, profitable, or desirable for the due promotion thereof, to conduct and carry on any other similar business which may be capable of being profitable carried on in connection with the corporation's business, or to carry on any similar business that is adapted directly or indirectly to add to the value of the corporation's property and the profits of its authorized business;

C. Ancillary Powers. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or furtherance of any of the powers hereinbefore set forth, within or without the State of Florida, either along or in connection with other corporations, firms, or individuals and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers of any of them, subject to the limitations and restrictions imposed by law;

D. To carry on such other business as may be necessary, convenient, or desirable to accomplish the above purposes, and to do all other things incidental thereto which are not forbidden by law or by these Articles of Incorporation.

#### ARTICLE IV

##### INITIAL CAPITAL

The amount of capital with which this corporation will begin business is FIVE HUNDRED (\$500.00) DOLLARS.

#### ARTICLE V

##### ADDRESS

The principal office of the corporation in the State of Florida is at: 16 WINDRUSH BAY DRIVE, TARPON SPRINGS, FLORIDA 34689. The Board of Directors, from time to time, may move the principal office to any other place in the State of Florida.

#### ARTICLE VI

##### CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to have outstanding at any one time is THREE HUNDRED (300) SHARES of Common Stock at ONE DOLLAR (\$1.00) par value.

#### ARTICLE VII

##### DIRECTORS

The Corporation shall have not less than One (1) Director initially. The number of Directors may be increased or diminished from time to time by vote of two-thirds (2/3) of the Stockholders but shall never be less than one. All of the members of the Board of Directors shall be of full age and at least one shall be a

citizen of the United States.

#### ARTICLE VIII

##### INITIAL DIRECTORS

The name and post office addresses of the members of the first Board of Directors of the Corporation who, subject to the general corporation laws of Florida, and to the provisions of the Articles of Incorporation, and to the Corporation's Code of By-Laws, shall hold office for the first year of existence of the Corporation or until his or her successor is elected or appointed and has qualified, is as follows:

THEOFILOS K. MANGLIS

16 WINDRUSH BAY DRIVE

TARPON SPRINGS, FLORIDA 34689

#### ARTICLE IX

##### SPECIAL PROVISIONS

The following provisions are inserted for the regulation and conduct of the affairs of the Corporation and it is expressly provided that they are intended to be in furtherance of and not in limitation or exclusion of the purposes heretofore set forth or the powers conferred by Statutes:

A. TRANSACTIONS WITH INTERESTED PERSONS: No contract or other transactions of the Corporation with any other person, firm, or corporation or in which this Corporation is interested shall be affected or invalidated by (1) the fact that any one or more of the Directors of this Corporation is interested in or is a director or

officer of another corporation; or (2) that facts that any director, individually or jointly with others, may be a party to or may be interested in any such contracts or transactions, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise arise by reason of his/her contracting with the corporation for the benefit of himself/herself, or any firm, or corporation in which he/she may be in anywise interested;

B. INDEMNIFICATION: The Corporation shall indemnify any Director, Officer, or Employee, or former Director, Officer, or Employee of the Corporation, or any person who may have served at its request as a Director, Officer, or Employee, of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit, or proceeding in which he/she is made a party by reason of being or having been such Director, Officer, or Employee, except in relation to matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any Director, Officer, or Employee, the reasonable costs of settlement of any such action, suit, or proceedings, it shall be found by a majority of a committee composed of the Director not involved in the matter in controversy (whether or not a quorum) that it was to the interest of the Corporation that such settlement be made and that such Director, Officer, or Employee,

was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other right to which such Director, Officer, or Employee may be entitled under any By-Laws, Agreement, Vote of Stockholders, or otherwise;

C. CUMULATIVE VOTING: At such election for Directors, every holder of the capital stock of the Corporation shall have the right to vote, in person or by proxy, the number of shares owned by him/her for as many persons as there are directors to be elected and for whose election he/she has a right to vote, or to cumulate his/her votes by giving one candidate as many votes as the number of Directors multiplied by the number of shares shall equal, or by distributing such votes on the same principal among any number of such candidates;

D. STOCK RESTRICTIONS: All shares of stock in the Corporation are assignable, and any stockholder may sell, assign, and transfer his/her shares and certificates of stock at pleasure, except that no member can sell to one not a stockholder without first offering his/her stock for sale to the other stockholders, as provided herein, and giving them a reasonable opportunity to purchase, and except further that no such transfer or assignment shall be valid unless and until it shall have entered upon the books of the corporation and the old certificate or certificates shall have been surrendered for cancellation to the Secretary and a new certificate or certificates issued in lieu of same. No transfer shall be made by the Secretary of stock upon the books of

the Corporation when made by a member to one not a stockholder unless such stock shall have been first offered for sale to the other stockholders and they have refused or neglected to purchase it;

E. OFFICERS: The Corporation shall have as its officers, a President, a Secretary, a Treasurer, and such other officers, agents, and factors as may be provided for by the Code of By-Laws, who shall be chosen, serve for such terms, and have such duties as may be prescribed by the Code of By-Laws, or determined by the Board of Directors;

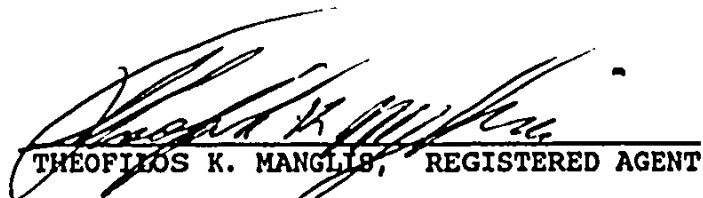
F. AMENDMENTS: The Corporation reserves the right to amend, alter, change, or repeal any provisions herein contained in the manner now or hereafter prescribed by law. All rights conferred on stockholders hereunder are granted subject to this provision.

#### ARTICLE X

##### RESIDENT AGENT, REGISTERED AGENT

##### AND REGISTERED OFFICE

That the Resident Agent and Registered Office of the Corporation is: THEOFILOS K. MANGLIS, 16 WINDRUSH BAY DRIVE, TARPON SPRINGS, FLORIDA, 34689 as its agent to accept service of process within this State. That said address is also the address of the Registered Office of the Corporation. I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
THEOFILOS K. MANGLIS, REGISTERED AGENT

ARTICLE XI

SUBSCRIBERS

The name and post office address of the subscriber(s) of the Articles of Incorporation: THEOFILOS K. MANGLIS, 16 WINDRUSH BAY DRIVE, TARPON SPRINGS, FLORIDA, 34689.

IN WITNESS WHEREOF, I, THEOFILOS K. MANGLIS, the incorporator hereinabove named, have hereunto set my hand and seal this 26 day of Dec, 1996.

SANTORINI SEAFOOD & GRILL, INC.

BY: *Theofilos K. Manglis* (Seal)  
THEOFILOS K. MANGLIS  
RESIDENT AGENT, REGISTERED AGENT  
AND SUBSCRIBER.

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County above named, personally appeared THEOFILOS K. MANGLIS, to me known to be the person described as Subscriber, Resident Agent, and Registered Agent, in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he/she subscriber to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 26 day of Dec, 1996.

*Michael A. Houlis*  
NOTARY PUBLIC STATE OF FLORIDA



MICHAEL A HOULIS  
My Commission #C301530  
Expires Aug. 18, 1998