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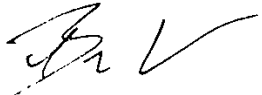
January 11, 1997

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

800002069678--3  
-01/28/97--01041--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: Tijuana Flats

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00.

  
FROM: Brian J. Wheeler  
70 Battler Street  
Orlando, Florida 32828

Daytime Telephone Number: (407) 384-2554

FILED  
97 FEB 10 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W97-2464  
v.n 1-21

2-12-97  
KR



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 31, 1997

BRIAN J WHEELER  
70 BATTLER STREET  
ORLANDO, FL 32828

SUBJECT: TIJUANA FLATS  
Ref. Number: W97000002464

We have received your document for TIJUANA FLATS and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6932.

Kimberly Rolfe  
Document Specialist

Letter Number: 097A00005163

## **Articles of Incorporation**

The undersigned incorporates, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

### **Article I**

#### **Name**

The name of the Corporation is Tijuana Flats Incorporated.

### **Article II**

#### **Purpose and Powers**

The purpose for which the Corporation is formed is to engage in any lawful act, activity or business in the food and beverage service market. The Corporation shall have all the general powers granted by law to Florida corporations and all other powers not inconsistent with law which are appropriate to promote and attain its purpose.

### **Article III**

#### **Principal Office and Resident Agent**

The address of the principal office of the Corporation in the State of Florida is 70 Battler Street, Orlando, Florida 32828. The Resident Agent of the Corporation is Brian J. Wheeler, whose address is c/o Tijuana Flats Incorporated, 70 Battler Street, Orlando, Florida 32828. The Resident Agent is a citizen of the State of Florida and actually resides therein.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **Article IV**

### **Directors**

The business and affairs with the Corporation shall be managed by the Directors and Officers of the Corporation.

The number of Directors of the Corporation shall be four (4), which number may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but which shall never be less than four (4). The names of the current Directors are:

Brian J. Wheeler  
Scott Flores

Chester F. Wheeler  
Rachel R. Wheeler

## **Article V**

### **Authorized Shares of Stock**

The Corporation is a domestic corporation that will have only one (1) class of stock. The number of shares of stock that this Corporation has the authority to issue will not exceed thirty-five (35). All shareholders are citizens of the United States.

## **Article VI**

### **Bylaws**

The Directors shall have the power at any regular or special meeting of the Directors, to make and adopt, or to amend, rescind, alter or appeal, any Bylaws of the Corporation. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or the provisions of these Articles of Incorporation.

## **Article VII**

### **Indemnification and Limitation of Liability of Directors and Officers**

The Directors shall have the power to adopt Bylaws or Resolutions for the indemnification of the Corporation's Directors, Officers, Employees and Agents, provided that any such Bylaws or Resolutions shall be consistent with applicable law.

The maximum extent that Florida law, in effect from time to time, permits limitation of the liability of Directors, no Director of the Corporation shall be liable to the Corporation or its stockholders for money damages. Neither the amendment nor the repeal of this Article, nor the adoption or amendment of any provision of the Bylaws inconsistent with this Article, shall apply to or effect in any respect their applicability of the preceding sentence.

## **Article VIII**

### **Incorporators**

The names, street addresses and mailing addresses of Incorporators to these Articles of Incorporation are:

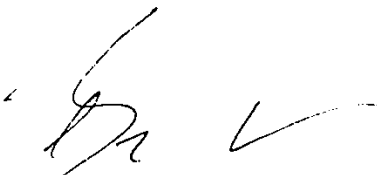
Brian J. Wheeler  
70 Battler Street  
Orlando, Florida 32828


Chester F. Wheeler  
1658 Majestic Oak Drive  
Apopka, Florida 32712

Scott Flores  
1137 Peialview  
Altamonte Spring, Florida 32714


Rachel R. Wheeler  
70 Battler Street  
Orlando, Florida 32828

The undersigned Incorporators have executed these Articles of Incorporation this 1st  
day of January, 1997.

  
\_\_\_\_\_  
Brian J. Wheeler

  
\_\_\_\_\_  
Scott Flores

  
\_\_\_\_\_  
Rachel R. Wheeler

  
\_\_\_\_\_  
Chester F. Wheeler

**Certificate of Designation of  
Registered Agent/Registered Office**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: Tijuana Flats Incorporated
2. The name and address of the registered agent and office is:

Brian J. Wheeler  
70 Battler Street  
Orlando, Florida 32828

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

*[Handwritten Signature]*

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
January 11, 1997

(Date)