

P97000016037



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 264705 5011226

AUTHORIZATION :

Patricia Piquito

COST LIMIT : \$ 122.50

ORDER DATE : February 19, 1997

ORDER TIME : 9:14 AM

ORDER NO. : 264705-005

EFFECTIVE DATE

2-17-97

100002092161--4

CUSTOMER NO: 5011226

CUSTOMER: Ms. Melissa L. Fox
GRAY HARRIS & ROBINSON

S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

FILED
97 FEB 19 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: CYPRESS ORLANDO RESTAURANTS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

97 FEB 19 PM 10:53
DIVISION OF CORPORATION

14R
2-20-97

**ARTICLES OF INCORPORATION
OF
CYPRESS ORLANDO RESTAURANTS, INC.**

EFFECTIVE DATE
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ARTICLE I - NAME

The name of this corporation is CYPRESS ORLANDO RESTAURANTS, INC. The mailing address of the corporation shall be 115 Marks Street, Orlando, Florida 32803.

ARTICLE II - CORPORATE EXISTENCE

The corporate existence of this corporation began on February 17, 1997.

ARTICLE III - DURATION

This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$0.01 par value common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

201 East Pine Street, Suite 1200
Orlando, Florida 32803

The name of the initial registered agent of this corporation at that address shall be:

Byrd F. Marshall, Jr.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one.

B. The name and address of the initial directors of this corporation is as follows:

<u>Name</u>	<u>Street Address</u>
Thomas McIntyre	115 Marks Street Orlando, Florida 32803
Larry Walker	115 Marks Street Orlando, Florida 32803

ARTICLE VIII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Byrd F. Marshall, Jr.	201 East Pine Street, Suite 1200 Orlando, Florida 32801


ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of February, 1997.



Byrd F. Marshall, Jr.
Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of Cypress
Orlando Restaurants, Inc., I hereby accept and agree to act in this capacity.


Byrd F. Marshall, Jr.

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