

Erik V. Korzilius, P.A.

Post Office Box 1988, Venice, Florida 34284  
Telephone: (941) 493-3115 Facsimile: (941) 493-7345

Erik V. Korzilius  
Attorney at Law

Bruce P. Korzilius  
Special Consultant  
(Not a Member of the Florida Bar)

February 26, 1997

SENT VIA OVERNIGHT COURIER

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

400002101494--5  
-02/28/97--01106--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Progressive Restaurant Management Inc.

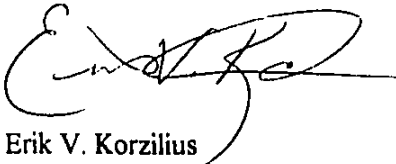
Enclosed is an original and one (1) copy of the articles of incorporation, an original certificate designating registered agent and registered office, and a check for:

Filing Fee & Certificate - \$78.75

FROM: Erik V. Korzilius  
1185 U.S. 41 Bypass South  
Venice, Florida 34292  
(941) 493-3115

Please return the filed Articles and Certificate of Status in the enclosed overnight courier packet.

Sincerely,



Erik V. Korzilius

Enclosures

FILED  
97 FEB 28 AM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3/6

**ARTICLES OF INCORPORATION**  
**OF**  
**Progressive Restaurant Management Inc.**

FILED  
97 FEB 28 AM 12:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I.**

**Name**

The name of this corporation shall be Progressive Restaurant Management Inc.

**ARTICLE II.**

**Address**

The address of the principal office and the mailing address of the Corporation shall be:

**Principal Office:**

Progressive Restaurant Management Inc.  
1185 U.S. 41 Bypass South  
Venice, Florida 34292

**Mailing Address:**

Progressive Restaurant Management Inc.  
1185 U.S. 41 Bypass South  
Venice, Florida 34292

**ARTICLE III.**

**Term of Corporate Existence**

The Corporation shall have perpetual existence unless dissolved according to law.

**ARTICLE IV.**  
**Corporate Purposes**

The Corporation is organized for the purpose of engaging in any or all activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE V.**  
**Corporate Powers**

The Corporation shall have and exercise all the powers accorded corporations under the laws of the State of Florida.

**ARTICLE VI.**  
**Capital Stock**

The authorized capital stock of the Corporation shall consist of 10,000 shares of Common Stock with a par value of One Dollar (\$1.00) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock; and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE VII.**  
**Incorporator**

The name and street address of the Incorporator of the Corporation is as follows:

Peter Tsaoussis  
1185 U.S. 41 Bypass South  
Venice, Florida 34292

**ARTICLE VIII.**  
**Address of Registered Office and Registered Agent**

The street address of the initial registered office of the Corporation in the State of Florida shall be 1185 U.S. 41 Bypass South, Venice, Florida 34292. The name of the

This Instrument Prepared By Erik V. Korzilius, Erik V. Korzilius, P.A., Post Office Box 1988, Venice, Florida 34284

initial registered agent of the Corporation at the above address shall be ERIK V. KORZILIUS, ESQUIRE. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

**ARTICLE IX.**  
**Board of Directors**

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors may be either increased or decreased from time to time as regulated by the bylaws.

The initial Board of Directors shall consist of two persons. The name and street address of the members of the initial Board of Directors of the Corporation, who shall hold office until the first annual meeting of the shareholders and thereafter until their successors are elected and qualified or until their earlier resignation, removal from office, inability to act, or death, as follows:

Kimon Dafoulas  
1185 U.S. 41 Bypass South  
Venice, Florida 34292

Peter Tsaoussis  
1185 U.S. 41 Bypass South  
Venice, Florida 34292


**ARTICLE X.**  
**Officers**

The Corporation shall have a President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors at such time and in such manner as prescribed by the bylaws. The Corporation may have such other officers and assistant officers and agents as the Board of Directors may deem necessary, to be elected by the Board of Directors or chosen in such other manner as prescribed by the bylaws. A person may hold more than one office.

**ARTICLE XI.**  
**Amendments**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon shareholders hereunder are granted subject to this reservation.

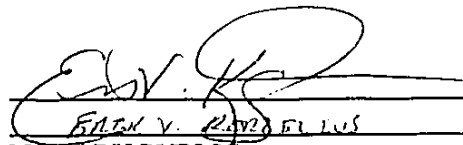
IN WITNESS WHEREOF, I have executed these Articles of Incorporation of **Progressive Restaurant Management Inc.** this 27th day of February, 1997.

  
\_\_\_\_\_  
**PETER TSAOUSSIS**  
As: Incorporator of **Progressive Restaurant Management Inc.**

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 27th day of February, 1997, by **PETER TSAOUSSIS**, as Incorporator of **Progressive Restaurant Management Inc.** who is personally known to me or who has produced \_\_\_\_\_ as identification and who did [did not] take an oath.

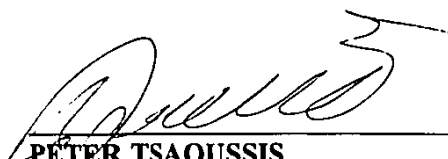
  
\_\_\_\_\_  
**ERIK V. KORZILIUS**  
**NOTARY PUBLIC**  
**STATE OF FLORIDA**

MY COMMISSION EXPIRES:



**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND  
REGISTERED OFFICE**

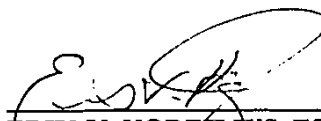
Pursuant to *Florida Statutes* §§ 48.091 and 607.0501, **Progressive Restaurant Management Inc.**, desiring to organize as a corporation under the laws of the State of Florida, has designated ERIK V. KORZILIUS, ESQUIRE, whose street address is 1185 U.S. 41 Bypass South, Venice, Florida 34292, as its agent to accept service of process within the State of Florida.

  
**PETER TSAOUSSIS**

As: Incorporator of **Progressive Restaurant Management Inc.**

Date: 2/27/97

Having been named by the above-stated corporation as its registered agent to accept service of process at the location designated herein, ERIK V. KORZILIUS, ESQUIRE, hereby accepts to act in this capacity, is familiar with and accepts the obligations of Section 607.0505, Florida Statutes, and agrees to comply with the laws of the State of Florida applicable thereto.



**ERIK V. KORZILIUS, ESQUIRE,**  
As: Registered Agent for **Progressive Restaurant Management Inc.**

Date: 2/27/97

97 FEB 28 AM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FL 32317

FILED