

P97000026283

TRANSMITTAL LETTER

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

FILED  
97 MAR 24 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: EMERALD COAST RESTAURANT COMPANY, INC.

Enclosed is an original and one copy of the Articles of Incorporation and a check for:

\$ 122.50 - Filing Fee and Certified Copy (an additional copy is attached for a certified copy to be returned to me)

FROM: EMERALD COAST RESTAURANT COMPANY INC.  
99 EGLIN PKWY  
FT WALTON BEACH FL 32548  
904-244-4841

100002108031--1  
-03/10/97-01035--005  
\*\*\*122.50 \*\*\*122.50

3/17/97  
ID

502  
W97-6112

## ARTICLES OF INCORPORATION

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

### ARTICLE I - NAME

The name of the corporation shall be:

EMERALD <sup>Shores</sup> ~~COAST~~ RESTAURANT COMPANY INC.

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### ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

99 EGLIN PKWY  
FT WALTON BEACH FLORIDA 32548

### ARTICLE III - SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is:

1000 shares of one dollar par (\$1.00) value common stock.

Initial shares will be issued as follows:

1000 SHARES - JEFF MOYER

#### ARTICLES IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of initial registered agent is:

JEFF MOYER  
99 EGLIN PKWY  
FT WALTON BEACH FLORIDA 32548  
904-863-9609

#### ARTICLE V - INCORPORATORS

The name and social security number as well as street address of the incorporators to these Articles of Incorporation are:

JEFF MOYER  
  
SSN 263-75-7670

99 EGLIN PKWY  
FT WALTON BEACH FLORIDA 32548

#### ARTICLE VI - OFFICERS

The names and titles of the initial officers of this corporation are:

JEFF MOYER

PRESIDENT\TREASURER

#### ARTICLE VII - TERMS OF EXISTENCE

This corporation shall have a perpetual existence.

#### ARTICLE VIII - NATURE OF BUSINESS POWERS

The general nature of the business to be transacted by this Corporation is to engage in any business under the laws of the State of Florida.

#### ARTICLE IX - CUMULATIVE VOTING

Each Shareholder entitled to vote shall have a number of votes equal to the number of voting shares held by the shareholder.

#### ARTICLE X - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Stockholders.

#### ARTICLE XI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director's initially. The number of directors may be increased by the By-Laws.

The initial director's of this corporation are:

JEFF MOYER  
99 EGLIN PKWY  
FT WALTON BEACH FL 32548

#### ARTICLE XII - TAX ARTICLE

It is the intention of this charter that the director shall sell the capital stock of this corporation in accordance with the conditions of Section 1242-1244, inclusive, of the Internal Revenue Code.

#### ARTICLE XIII - PREEMPTIVE RIGHTS

Every shareholder of this Corporation upon the sale for cash of any stock of this Corporation which is held by another shareholder of this Corporation shall have the initial right to purchase that stock at the price it will be offered to others outside the Corporation.

The undersigned incorporators have executed these Articles of  
Incorporation this 6 day of March, 1997.

Jeff B. Moyer  
(Signature)

JEFF MOYER  
PRESIDENT/TREASURER

Jeff B. Moyer  
(Signature)

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was subscribed and sworn to before me  
this 6 day of MARCH, 1997.

Charles Jacob Schoener  
Notary Public

My Commission Expires

CHARLES JACOB SCHOENER  
Notary Public - State of Florida  
My Commission Expires Jul 31, 2000  
Commission # CC674058

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the process of Section 607.0501, 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.

1. The name of the corporation is:

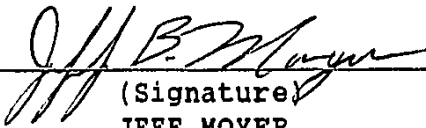
*Shores*  
EMERALD ~~COAST~~ RESTAURANT COMPANY INC.

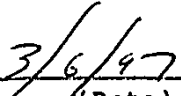
2. The name and address of the Registered Agent and office is:

JEFF MOYER  
99 EGLIN PKWY  
FT WALTON BEACH FLORIDA 32548

904-863-9609

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.

  
(Signature)  
JEFF MOYER  
REGISTERED AGENT

  
(Date)