

HAL SPENCE, P.A.

Attorney at Law

P97000030549

221 N. CAUSEWAY
W SMYRNA BEACH, FL 32169-5239
904-427-5227
(FAX) 904-423-3909

May 14, 1997

Department of State
Corporate Records Bureau
409 E. Gaines Street
Tallahassee, FL 32301

900002181739--1
-05/16/97--01100--007
*****87.50 *****87.50

Re: Bear Management, Inc.

Dear Sir:

Enclosed is the original and one copy of the Restatement of Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$87.50 for the filing and certified copy fee.

Please process this at your earliest opportunity and return the certified copy of the Restatement of Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to contact my office.

Very truly yours,



Hal Spence

HS/jlf

Enclosures

12-1-97
11 AM 5/19/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 22, 1997

HAL SPENCE, ESQ.
221 N. CAUSEWAY
NEW SMYRNA BEACH, FL 32169-5239

SUBJECT: BEAR MANAGEMENT, INC.
Ref. Number: P97000030549

We have received your document for BEAR MANAGEMENT, INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 397A00027916

RECEIVED
MAY 23 1997
DIVISION OF CORPORATIONS

**RESTATEMENT OF
ARTICLES OF INCORPORATION**

OF

BEAR MANAGEMENT, INC.

Pursuant to the provisions of §607.1007, of the Florida Business Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its board of directors and shareholders, in order to correct certain scrivener's errors in the Articles of Incorporation filed March 21, 1997, effective March 19, 1997, hereby adopts the following Restated Articles of Incorporation, as amended:

Article 1. Name. The name of the Corporation is: **BEAR MANAGEMENT, INC.**

Article 2. Address of principal office. The address of the principal office and the mailing address of the corporation is 518 Flagler Avenue, New Smyrna Beach, Florida 32169.

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. To manage restaurant and lounge businesses.

Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is one thousand (1,000) shares of non-voting stock and one hundred (100) shares of voting common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 6. Initial Registered Office and Agent. The initial Registered Agent is Hal Spence and the street address of the initial Registered Office of the Corporation is 221 N. Causeway, New Smyrna Beach, FL 32169.

Article 7. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than

one. The name and address of each initial Director of the Corporation is as follows:

<u>Director</u>	<u>Director's Address</u>
Joanna M. McKenney	518 Flagler Avenue New Smyrna Beach, FL 32169
Brandon M. McKenney	518 Flagler Avenue New Smyrna Beach, FL 32169
Kirsten A. McKenney	518 Flagler Avenue New Smyrna Beach, FL 32169

Article 8. Incorporators. The name and address of each Incorporator is as follows:

<u>Incorporator</u>	<u>Incorporator's Address</u>
Charles B. McKenney, Trustee of the Joanna M. McKenney Revocable Trust Agreement dated March 19, 1997	518 Flagler Avenue New Smyrna Beach, FL 32169

Articles 9. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 10. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 11. Initial Stock Issuance. Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
Charles B. McKenney, Trustee of the Joanna M. McKenney Revocable Trust Agreement Dated March 19, 1997	10 shares of voting stock 990 shares of non-voting stock

Article 11. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 12. Commencement of Corporate Existence. The date when corporate existence shall commence is the date of subscription and acknowledgment of the Articles of Incorporation.

Scrivener's errors were contained in Article 8 and Article 11 wherein Joanna M. McKenney was listed as the Trustee of the

Joanna M. McKenney Revocable Trust Dated March 19, 1997. The correct name of the trustee is Charles B. McKenney.

The foregoing restated articles of incorporation restate and integrate, and amend in accordance with §607.1006, the provisions of the corporation's articles of incorporation as theretofore amended, and there is no discrepancy between those provisions and the provisions of the restated articles of incorporation.

IN WITNESS WHEREOF, the undersigned have signed and unanimously adopted these Restated Articles of Incorporation on this 13th day of May, 1997.

Joanna M. McKenney
Joanna M. McKenney/Director
Shareholder

Approved by:

Brandon M. McKenney
Brandon M. McKenney/Director
President/Chairman-Board of Directors

Kirsten A. McKenney a/k/a
Kirsten M. Jones
Kirsten A. McKenney a/k/a
Kirsten M. Jones/Director

Charles B. McKenney
Charles B. McKenney, Trustee of
the Joanna M. McKenney Revocable
Trust Dated March 19, 1997
Shareholder

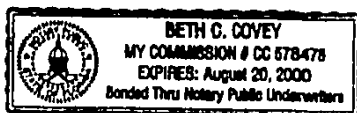
STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me personally appeared JOANNA M. McKENNEY, who is personally known to me or who produced a Florida driver's license as identification, known to me to be the person described in and who executed the foregoing Restated Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 13th day of May, 1997.

My commission expires:

Beth C. Covey
Notary Public



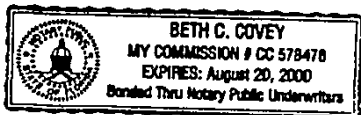
STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me personally appeared BRANDON M. MCKENNEY, who is personally known to me or who produced a Florida driver's license as identification, known to me to be the person described in and who executed the foregoing Restated Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 13th day of May, 1997.

My commission expires:

Beth C. Covey
Notary Public



STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me personally appeared KIRSTEN A. MCKENNEY a/k/a KIRSTEN M. JONES, who is personally known to me or who produced a Florida driver's license as identification, known to me to be the person described in and who executed the foregoing Restated Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 13th day of May, 1997.

My commission expires:

Beth C. Covey
Notary Public



STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me personally appeared CHARLES B. MCKENNEY, who is personally known to me or who produced a Florida driver's license as identification, known to me to be the person described in and who executed the foregoing Restated Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 13th day of May, 1997.

My commission expires:

Beth C. Covey
Notary Public

