

P97000031928

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

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-04/07/97--01130--008
*****78.75 *****78.75

SUBJECT: The Original Phillie Steak Company
(Proposed corporate name - must include suffix)

EFFECTIVE DATE
4-10-97

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Robert D. Vasaturo
Name (Printed or typed)
4802 West Bay Court Avenue
Address
Tampa, Florida 33611
City, State & Zip
813 832 5331
Daytime Telephone number

FILED
97 APR -7 AM 8:57
TALLAHASSEE, FLORIDA

APR - 9 1997

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: The Original Phillie Steak Company

EFFECTIVE DATE
4-10-97

ARTICLE II PRINCIPAL OFFICE

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

4802 West Bay Cort Avenue
Tampa, Florida 33611

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ARTICLE III SHARES

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

10,000,000 Shares of \$.10 par value common voting stock one vote per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Robert D. Vasaturo
4802 West Bay Cort Avenue
Tampa, Florida 33611

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Robert D. Vasaturo
4802 West Bay Court Avenue
Tampa, Florida 33611

ARTICLE VI SUB CHAPTER "S" QUALIFICATION

The company is being structured to afford it the opportunity to qualify as a Federally recognized Sub Chapter "S" Corporation.

ARTICLE VII NUMBER OF DIRECTORS

The number of directors of the Corporation shall be fixed by the By-Laws of the Corporation and shall not be less than three (3) directors; provided, however, that if there are less than three(3) stockholders of the Corporation, the number of directors of the Corporation may be less than three (3) but not less than the number of stockholders. The name of the initial director of the Corporation, to serve until the first annual meeting of the stockholders of the Corporation and until his successor is elected and qualified, is Michael L. McLaughlin.

ARTICLE VIII DIRECTOR PERSONAL LIABILITY

Directors of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty except that this Article shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; or (iii) under Section 607-0831 of the Florida Business Corporations Act of the State of Florida.

ARTICLE IX DIRECTOR INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by Section 607.0850 of the Florida Business Corporations Act of the State of Florida, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section of the indemnification provided for herein shall be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Laws, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in the indemnified individual's official capacity and as to action in another capacity while holding such office, and shall continue as to a person has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE X DIRECTORS INTERESTS

No contract or other transaction between the Corporation and one or more of its directors or between the Corporation and any other corporation, partnership, association of other entity in which one or more of its directors are directors or officers or have a financial interest, shall be void or voidable or in any way affected solely because of the common directorship or interest, solely because the director is present at or participates in the meeting of the Board of Directors, which authorized, approves or ratifies the contract or transaction or solely because his or their votes are counted for such purpose, if:

1. The material facts as to the common directorship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken and the Board of Directors in good faith authorizes, approves or ratifies the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

2. The material facts as to the common directorship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon and the contract or transaction is specifically approved, authorized or ratified in good faith by a majority vote of the stockholders; or

3. The contract or transaction is fair and reasonable as to the Corporation.

Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes the contract or transaction.

This Article shall not be construed to impair or invalidate or in any way affect any contract or other transaction which would otherwise be valid under the law (common, statutory or otherwise) applicable thereto.

ARTICLE XI STOCK LIMITATIONS

The stockholders shall not have the right to cumulative voting. The stockholders shall not have the pre-emptive right to subscribe to any additional issues of stock or other securities or debt instruments of the Corporation.

ARTICLE XII EXISTENCE OF CORPORATION

The Corporation is to have perpetual existence.

ARTICLE XIII CORPORATION BY-LAWS

The power to adopt, amend or repeal the By-Laws of the Corporation is vested in the Board of Directors of the Corporation.

ARTICLE XIV INCORPORATION DATE

The official date of incorporation shall be April 10, 1997.

The undersigned incorporator(s) has(have) executed these Article of Incorporation this 4th. day of April 1997.



Signature

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS 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, IN THE STATE OF FLORIDA.

1. The name of the corporation is The Original Phillie Steak Company

2. The name and address of the registered agent and office is:

Robert D. Vasaturo
(NAME)

4802 West Bay Court Avenue
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tampa, Florida 33611
(CITY/STATE/ZIP)

FILED
97 APR -7 AM 8:57
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.

+ 
(SIGNATURE)

4-4-97
(DATE)