

# 097000041420

## CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE:

The Pump Room  
Grill at Florida Inc.

C.C. FEE.

DISBURSED

<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Filitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____

<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ( )	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX ( )	_____	_____

SUBTOTALS \_\_\_\_\_

FEE.....  
DISBURSED.....  
SURCHARGE.....  
TAX on corporate supplies.....  
SUBTOTAL.....  
PREPAID.....  
BALANCE DUE.....

97 MAY 19 AM 11:57  
STATE  
FLORIDA  
RECEIVED

FILED

5/9/97

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY \_\_\_\_\_

WALK-IN  
Will Pick Up \_\_\_\_\_

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

**ARTICLES OF INCORPORATION**  
**OF**  
**THE PUMP ROOM & GRILL OF FLORIDA, INC.**

FILED  
97 MAY -9 AM 11:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME AND ADDRESS**

The name of the corporation is The Pump Room & Grill of Florida, Inc. and its initial post office address and its principal office for conducting business is: 5047 Tamiami Trail East, Naples, FL 34112.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence, commencing on the date filed with the Department of State for the State of Florida.

**ARTICLE III - PURPOSES AND POWERS**

The powers of this corporation shall include the transaction of any activity or business permitted under the laws of the United States and this State and this corporation shall have all powers granted to corporations under said laws.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his

pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial Registered Agent of this corporation is Ed Messer, and his address is 175 Turtle Court, Naples, FL 34105.

#### **ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles is: Ed Messer, 175 Turtle Court, Naples, FL 34105.

#### **ARTICLE VIII - MANAGEMENT OF CORPORATION**

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors.

#### **ARTICLE IX - ACTION BY SHAREHOLDER WITHOUT A MEETING**

The shareholders of this corporation may take action by written consent, as provided by law, unless otherwise provided in these Article or by the By-Laws of this corporation.

#### **ARTICLE X - INDEMNIFICATION**

This corporation shall indemnify its officers or any former officers to the full extent permitted by law.

#### **ARTICLE XI - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

#### **ARTICLE XII - 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 shareholders is subject to this reservation.

#### ARTICLE XIII - RESTRICTIONS ON STOCK TRANSFERS

Each shareholder of any class of stock of the corporation which he or she may hereafter acquire without making it available for purchase by the corporation and then to the remaining shareholders of the corporation should the corporation elect not to purchase any or all of such stock. The manner in which this option may be elected shall be prescribed by the By-Laws of this corporation.

#### ARTICLE XIV - 1244 STOCK

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

IN WITNESS WHEREOF, I, the undersigned, being the original incorporator to the capital stock hereinbefore named, have hereunto set my hand and seal this 8<sup>th</sup> day of May, 1997.

Ed Messer  
Ed Messer

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of May, 1997, by Ed Messer, who is personally known to me or who produced \_\_\_\_\_ as identification.



DONNA M MCCARTHY  
My Commission GC848814  
Expires Apr. 18, 2000

Donna M. McCarthy  
NOTARY PUBLIC  
MY COMMISSION EXPIRES: April 18, 2000


**CERTIFICATE DESIGNATING REGISTERED AGENT**

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First - That The Pump Room & Grill of Florida, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 5047 Tamiami Trail East, Naples, FL 34112, has named Ed Messer located at 175 Turtle Court, Naples, FL 34105, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in the Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

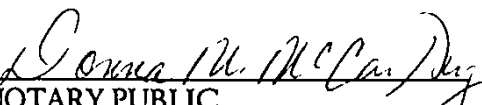
  
Ed Messer

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of May, 1997, by Ed Messer, who is personally known to me or who produced \_\_\_\_\_ as identification.

(SEAL)



DONNA M MCCARTHY  
My Commission CC548614  
Expires Apr. 18, 2000

  
NOTARY PUBLIC  
MY COMMISSION EXPIRES: April 18, 2000

FILED  
97 MAY -9 AM 11:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA