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Law Offices of
JOHN F. POPE
717 12th Street West
Bradenton, FL 34205
(813) 747-5002
FAX (813) 746-2910

TRANSMITTAL MEMO

TO: ATTORNEYS TITLE INSURANCE FUND
FROM: JOHN F. POPE
DATE: JUNE 6, 1997
RE: TLC OF SARASOTA, INC.

_____ For Your Information
x Documents Enclosed
_____ Review and Call Me
_____ Sign and Return

900002206079--3
-06/09/97--01124--022
*****70.00 *****70.00

COMMENTS:


ENCLOSED ARE THE FOLLOWING:

1. Articles of Incorporation (original and one (1) copy)
2. Check for \$70.00 for the filing fee.

PLEASE FILE WITH THE SECRETARY OF STATE AND FAX US A COPY OF THE
CERTIFICATE OF INCORPORATION AND THEN SEND ORIGINAL BY U.S.
MAIL. WE DO NOT WANT A CERTIFIED COPY.

SHOULD YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL US.
KNOW.

31101A

 6/9

FILED
97 JUN -9 PM 2:38
RECEIVED
97 JUN -9 PM 2:13
SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TLC of Sarasota, Inc.

FILED
97 JUN -9 PM 2:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I

The name of this corporation shall be TLC of Sarasota, Inc.

ARTICLE II

The general nature of the business to be transacted by this corporation is restaurant operation and the corporation may do all other acts and things incidental thereto or included in all or any of the general powers given private corporations for profit under the laws of the State of Florida.

The corporation may manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description.

The corporation may engage in any and all other business purposes not prohibited by the laws of the State of Florida.

ARTICLE III

The maximum numbers of shares of stock that this corporation is authorized to have outstanding at any one time shall be 500 shares of common stock having a par value of \$1.00 each.

ARTICLE IV

The amount of capital with which this corporation will begin business is not less than \$500.00.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The address of the initial registered office and the principal address of this corporation is 246 Sarasota Quay, Sarasota, FL 34236 and the name of the initial registered agent is Todd K. Moran. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VII

This corporation shall have three (3) directors, initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

The names and addresses of the members of the first Board of Directors are:

Todd K. Moran	6811 6th Street West, Bradenton, FL 34207
Lisa A. Moran	6811 6th Street West, Bradenton, FL 34207
Carol C. Hall	13429 2nd Avenue NE, Bradenton, FL 34202

ARTICLE IX

The names and street addresses of each subscriber of these Articles of Incorporation are:

Lisa A. Moran	6811 6th Street West, Bradenton, FL 34207
Carol C. Hall	13429 2nd Avenue NE, Bradenton, FL 34202

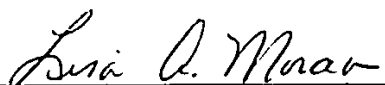
ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

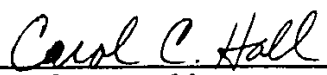
ARTICLE XI

Pursuant to the provisions of Chapter 607.0203, Florida Statutes, 1995, this Corporation shall begin existence upon filing of the Articles herein.

IN WITNESS WHEREOF the undersigned have set forth their hands and seals on June 6, 1997.



Lisa A. Moran
Subscriber



Carol C. Hall
Subscriber

I, Todd K. Moran hereby accept designation as Resident Agent.



Resident Agent

STATE OF FLORIDA
COUNTY OF MANATEE

THIS INSTRUMENT WAS acknowledged before me on the 6th day of June, 1997 by Lisa A. Moran and Carol C. Hall, who are personally known to me or who has produced a Florida Driver's License as identification and who did (did not) take an oath.



Notary Public

Printed name: _____

My Commission Expires: _____

Moran.art



John F. Pope
MY COMMISSION # CC613022 EXPIRES
February 17, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
97 JUN -9 PM 2:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA