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CAPITAL CONNECTION, INC.

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FILED

97 JUN 23 AM 11: 19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Mongolian BBQ, Inc.

Art of Inc. File

LLP Partnership File

Foreign Corp. File

L.C. File

Petitioner's Name File

Name Reservation

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cell. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Petitioner's Name

Corp Record Search

Object Search

Petitioner's Search

Petitioner's Owner Search

Vehicle Search

Driving Record

UCC-1 or 3 File

UCC-1 Search

UCC-1 Release

Comment

K.R. JUN 23 1997

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

RECEIVED  
97 JUN 23 AM 10: 01  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION  
OF  
MONGOLIAN BBQ, INC.**

FILED  
97 JUN 23 AM 11:19  
SECRET  
TALLAHASSEE STATE  
FLORIDA

The undersigned subscriber of these ARTICLES OF INCORPORATION, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**Article I - Name**

The name of this corporation is MONGOLIAN BBQ, INC.

**Article II - Duration**

This corporation shall exist perpetually, commencing upon filing.

**Article III - Purpose**

This corporation is organized for the purpose of transacting any or all lawful business.

**Article IV - Address**

The principal place of business and the mailing address of this corporation is:

10 Eglin Parkway  
Fort Walton Beach, Florida 32548

**Article V - Capital Stock**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares

of common stock with a par value of \$1.00 per share.

#### **Article VI - Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class of series as that which he already holds, shall have the right to purchase his pro-rata share thereof, at the price at which it is offered to others.

#### **Article VII - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 10 Eglin Parkway, Fort Walton Beach, Florida 32548 and the name of the initial registered agent of this corporation at that address is Yon Hwa Tompkins.

#### **Article VIII - Directors**

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the By-Laws. Directors of this corporation may be removed only for cause. The name and address of the initial director of this corporation is:

Yon Hwa Tompkins

10 Eglin Parkway  
Fort Walton Beach, Florida 32548

#### **Article IX - Incorporator**

The name and address of the incorporator to these Articles of Incorporation is:

Yon Hwa Tompkins

10 Eglin Parkway  
Fort Walton Beach, Florida 32548

#### **Article X - By-Laws**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

#### **Article XI - Indemnification**

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

#### **Article XII - Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation.

#### **Article XIII - Restriction on Transferability of Stock**

The shares held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation, or to the corporation. The price and terms of which, and the time within which such shares may be offered and sold, shall be further specified in the By-Laws of this corporation.

#### **Article XIV - Affiliated Transactions**

This corporation elects to opt out of Florida Statute

607.0901, the affiliated transaction statute. The provisions of Florida Statute 607.0901 will not apply to this corporation.

The undersigned has executed these Articles of Incorporation this 19th day of June, 1997.

Jon H. Tompkins  
Jon Hwa Tompkins, Incorporator

**CERTIFICATE OF DESIGNATION  
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:

Mongolian BBQ, Inc.

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

Yon Hwa Tompkins                      10 Eglin Parkway  
Fort Walton Beach, Florida 32548

Signature *Yon Hwa Tompkins*  
Yon Hwa Tompkins, Director

Date 6/19/97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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 *Yon Hwa Tompkins*

Date 6/19/97

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