

P97000076663

August 26, 1997

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

Subject: Gatorz Bar and Grill, Inc.

100002282731--4
-09/02/97--01131--003
****122.50 ****122.50

Dear Sir/Madam:

Enclosed is an original and one (1) copy each of the Articles of Incorporation, and Certificate of Designation Registered Agent/Registered Office.

Pursuant to Section 607.0123 Florida Statutes, effective date of said Corporation shall be August 26, 1997.

Enclosed also is a check in the amount of \$122.50 for the following:

- Filing of the two (2) above mentioned documents \$70.00
- Request for a Certified Copy \$52.50
(Optional)

Sincerely,

Patrick Spieldenner
Registered Agent
3816 Tamiami Trail
Port Charlotte, Florida 33952
941-625-5000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -2 PM 2:42

9/14/97

EFFECTIVE DATE

8/26/97

Articles of Incorporation

of

Gatorz Bar and Grill, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -2 PM 2:42

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

Pursuant to Section 607.0123 Florida Statutes, effective date of said Corporation shall be 12:01 a.m., August 26, 1997.

ARTICLE I - Name

The name of the Corporation shall be:

Gatorz Bar and Grill, Inc.

The address of the principal office of this corporation shall be:

3816 Tamiami Trail
Port Charlotte, Florida 33952

and the mailing address of the corporation shall be the same.

ARTICLE II - Nature of Business

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 (One Thousand) shares of common stock having \$1.00 par value per share.

ARTICLE IV - Initial Registered Agent and Street Address

The name of the initial registered agent of the corporation is:

Patrick Spieldenner

and the street address of the initial registered office of the corporation shall be:

3816 Tamiami Trail
Port Charlotte, Florida 33952

ARTICLE V - Term of Existence

Pursuant to Section 607.0123 Florida Statutes, effective date of said Corporation shall be 12:01 a.m., August 26, 1997.

This corporation is to exist perpetually.

ARTICLE VI - Incorporator(s)

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

Patrick Spieldenner
3816 Tamiami Trail
Port Charlotte, Florida 33952

ARTICLE VII - Initial Directors

The names and addresses of the initial board of directors, the president, secretary and treasurer (and other officers, if applicable) who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

Directors

Edward Spieldenner

3816 Tamiami Trail
Port Charlotte, Florida 33952

Patrick Spieldenner

3816 Tamiami Trail
Port Charlotte, Florida 33952

Timothy Spieldenner

3816 Tamiami Trail
Port Charlotte, Florida 33952

Mark Spieldenner

3816 Tamiami Trail
Port Charlotte, Florida 33952

Officers

President

Edward Spieldenner

3816 Tamiami Trail
Port Charlotte, Florida 33952

Secretary/Treasurer

Patrick Spieldenner

3816 Tamiami Trail
Port Charlotte, Florida 33952

Vice President

Timothy Spieldenner

3816 Tamiami Trail
Port Charlotte, Florida 33952

Vice President

Mark Spieldenner

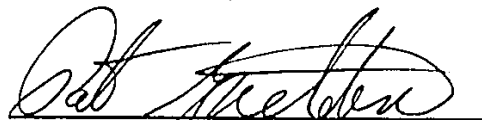
3816 Tamiami Trail
Port Charlotte, Florida 33952

ARTICLE VIII - Purpose of the Corporation

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IX - Management and Regulations

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of August, 1997.



Patrick Spieldenner
Incorporator

ORGANIZATIONAL MEETING OF BOARD OF DIRECTORS

BY UNANIMOUS CONSENT

The undersigned, being all of the Directors of *Gatorz Bar and Grill, Inc.*, a Florida Corporation (the "Corporation"), does hereby consent to the adoption of the following resolutions pursuant to the applicable laws of the State of Florida:

RESOLVED, that the Board of Directors of the Corporation hereby ratifies, approves and confirms all acts taken by the sole incorporator in incorporating the Corporation, including without limitation, the preparation, execution and filing with the Florida Secretary of State of the Corporation's Articles of Incorporation in the form inserted in the minute book of the Corporation; and be it further

RESOLVED, that pursuant to Section 607.0123 Florida Statutes, effective date of said Corporation shall be August 26, 1997.

RESOLVED, that the Bylaws in the form inserted in the minutes book following the Articles of Incorporation regulation of the business and affairs of the corporation; and be it further

RESOLVED, that the seal for the Corporation be in a circular press containing the name of the corporation, the year of incorporation and the words "Corporate Seal, Florida 1997" and that an impression be made on the margin of this page in the minute book of the Corporation for the purpose of identification; and be it further

RESOLVED, the following person(s) be elected to the offices of the Corporation set forth opposite the name(s) below to serve in such capacities until such time as successors shall have been duly elected and shall have qualified:

Edward Spieldenner President

Timothy Spieldenner Vice President

Mark Spieldenner Vice President

Patrick Spieldenner Secretary/Treasurer

and be it further

RESOLVED, that the form of the stock certificate, a specimen copy of which follows this Consent, is hereby approved as the stock certificate to evidence stock, and be it further

RESOLVED, that the Board of Directors of this corporation hereby is authorized to issue 1,000 shares of \$1.00 par value common stock of the Corporation for a cash purchase price of \$1.00 (One Dollar) per share, and upon receipts by the Corporation of the full consideration payable by such subscriber for his shares of Common stock of the Corporation, the proper officers of the Corporation are authorized, empowered and directed to execute, issue and deliver to such subscriber a certificate for the appropriate number of shares of the Corporation's Common Stock, which stock, when so issued, shall be deemed fully paid and nonassessable; and be it further

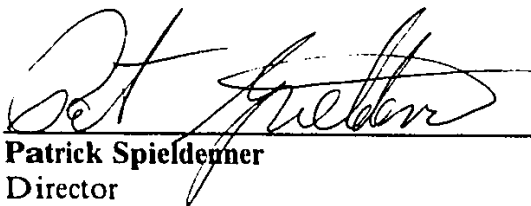
RESOLVED, that the bank designated as depository for the funds of the Corporation, shall be determined by the Board of Directors, and the resolutions contained in the certificate annexed to this Consent authorizing the opening of such corporate account and designating the signatories thereto and hereby authorized and approved in all respects, and in connection therewith, the Secretary and such other officer of the Corporation as maybe required are hereby authorized, empowered and directed to execute and deliver to said bank a copy of such certificate in substantially the form prescribed by said bank, with such changes therein as the officers executing such document shall approve; and be it further

RESOLVED, that for the purpose of authorizing the Corporation to do business in any state, territory or dependency of the United States or any province of Canada or any foreign country in which it is necessary or expedient for the Corporation to transact business, the proper officers of the Corporation are hereby authorized to appoint and substitute all necessary agents for service of process, to designate and change the location of all necessary statutory offices and, under the corporate seal, to make and file all necessary applications for authority, certificates, reports, powers of attorney and other instruments as may be required by the laws of such state, territory, dependency, province or country to authorize the Corporation to transact business therein, and whenever it is expedient for the Corporation to cease doing business therein and withdraw therefrom, to revoke any appointment of

agent or attorney for service of process, and to file such certificate, reports, revocation of appointment, surrender of authority of the Corporation to do business in any such state, territory, dependency, province or country.

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the

27th day of August, 1997.



Patrick Spieldenner
Director
Secretary/Treasurer
Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -2 PH 2:42

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered agent/registered office, in the State of Florida.

1. The name of the corporation is:

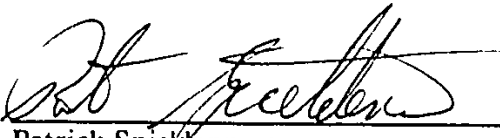
Gatorz Bar and Grill, Inc.

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

Patrick Spieldenner
3816 Tamiami Trail
Port Charlotte, Florida 33952
Telephone: 941-625-5000

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.

Date: Aug 27, 1997


Patrick Spieldenner
Incorporator