

P97000078227

LAW OFFICES
MONACO, SMITH, HOOD, PERKINS,
LOUCKS & STOUT

DAVID A. MONACO
HORACE SMITH, JR.
CHARLES D. HOOD, JR.
TERENCE R. PERKINS
WILLIAM E. LOUCKS
LARRY R. STOUT
MICHAEL S. ORFINGER
SCOTT A. SELIS
ERIC K. NEITZKE
CLAY L. MEEK
JEFFREY E. BIGMAN
K. JUDITH LANE
JOHN H. WEEKS
RUSSEL C. TULLIUS
JAMES R. EVANS

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

POST OFFICE BOX 15200
DAYTONA BEACH, FLORIDA
32115-5200

444 SEABREEZE BOULEVARD
SUITE 900
DAYTONA BEACH, FLORIDA
32118-3953
Telephone (904) 254-6875
Facsimile (904) 257-1834

HARRY G. McCONNELL
Of Counsel

August 11, 1997

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

200002266522--6
-08/14/97--01008--005
****122.50 ****122.50

Re: Royal Management Corporation

Dear Sir or Madame:

Enclosed is the original and one copy of the proposed Articles of Incorporation for the referenced corporation, Registered Agent Designation, and our firm's check in the amount of \$122.50 to cover the following items:

1.	Filing Fees	\$ 70.00
2.	Certified Copy of the Articles of Incorporation	<u>52.50</u>
	TOTAL	\$122.50

Please return a certified copy of the Articles of Incorporation to the undersigned.

Should you have any questions regarding this matter, please call. Thank you for your cooperation.

Sincerely yours,


David A. Monaco

DAM:pjl
Enclosures
cc: Royal Management Corp.

57 SEP 19 AM 10:43

RP
9-10-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 14, 1997

MONACO, SMITH, HOOD, PERKINS, LOUCKS & STOUT
PO BOX 15200
DAYTONA BEACH, FL 32115-5200

SUBJECT: ROYAL MANAGEMENT CORPORATION
Ref. Number: W97000018831

We have received your document for ROYAL MANAGEMENT CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 097A00041337

FILED
CLERK OF STATE
DEPT. OF CORPORATIONS

97 SEP 10 AM 10:43

ARTICLES OF INCORPORATION

OF

MONOGRAM MANAGEMENT CORPORATION

A Florida Corporation

ARTICLE 1

The name of this corporation is: MONOGRAM MANAGEMENT CORPORATION.

ARTICLE 2

DURATION

The duration of this corporation is perpetual. The date and time of commencement of the corporate existence is the time of filing of the articles of incorporation by the Department of State of the State of Florida.

ARTICLE 3

GENERAL PURPOSES

The general purposes for which this corporation is initially organized are to operate and engage in management services for the restaurant and food service business, and in any or all lawful business for which corporations may be incorporated under Florida law.

ARTICLE 4

SHARES

The aggregate number of shares which the corporation shall have authority to issue is one hundred (100) shares of common voting stock having a par value of one dollar (\$1.00) per share.

ARTICLE 5

PRINCIPAL AND REGISTERED OFFICE AND AGENT

The street address of the initial principal office and registered office of the corporation is 2204 South Atlantic Avenue, Daytona Beach Shores, Florida 32118. The name of the initial registered agent of the corporation at such address is James R. Watson. The principal address of the corporation is the same as the registered office address.

ARTICLE 6

DIRECTORS

The number of directors constituting the initial board of directors is one (1), and the name and address of each person who is to serve as a member thereof are as follows:

James R. Watson
2204 South Atlantic Avenue
Daytona Beach Shores, Florida 32118

The number of directors may be changed from time to time by the By-Laws of this corporation.

ARTICLE 7

INCORPORATOR

The name and address of the incorporator and subscriber to 100 shares of the common voting stock of this corporation is as follows:

James R. Watson
2204 South Atlantic Avenue
Daytona Beach Shores, Florida 32118

ARTICLE 8

ACTION BY DIRECTORS

The Director or Directors of this Corporation may take action by written consent, as provided by law, in lieu of a meeting, but any action so taken shall be by unanimous written consent of the Directors.

ARTICLE 9

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director or Officer, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred or imposed upon him or her in connection with or arising out of any action, suit or proceeding in which he or she may be involved by reason of her or her being or having been a Director or Officer of the Corporation, such expenses to include the cost of reasonable settlements (other than amounts paid to the Corporation itself) made with a view to curtailment of costs of litigation. The Corporation shall not, however, indemnify any Director or Officer with respect to matters as to which he or she shall be finally adjudged in any such action, suit or proceeding to have been guilty of fraud or material misrepresentation to the Corporation, its Board of Directors, its stockholders, or any other person, nor in respect of any matter on which any settlement or compromise is effected, if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such Director or Officer in conducting such litigation to a final conclusion. The foregoing right of indemnification shall not be conclusive of other rights to which any Director or Officer may be entitled as a matter of law, and is subject in any event to the power of any federal financial institution regulatory agency to prohibit or limit payment of indemnification by the Corporation.

ARTICLE 10

CONFLICTS

No contract or other transaction between the Corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that one or more of the Directors of the Corporation is or are interested in, or is a director of officer or are directors or officers of such other corporation, and any Director of Directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested, and no contract, act or transaction of the Corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself, or any firm, association or corporation in which he may be in anywise interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and acknowledge these articles this 8th day of September, 1997.


JAMES R. WATSON, Incorporator

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 8th day of September, 1997, by JAMES R. WATSON, who is personally known to me or who has produced a Florida driver's license (License No. W325-456-46-247-0) as identification, and who did take an oath.



Pamela J. Lawton
MY COMMISSION # CC500051 EXPIRES
January 1, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

Pamela J. Lawton
Notary Public, State of Florida
at Large

CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS

Pursuant to Section 48.901, Florida Statutes, MONOGRAM MANAGEMENT CORPORATION hereby designates James R. Watson, 2204 South Atlantic Avenue, Daytona Beach Shores, Florida 32118, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

MONOGRAM MANAGEMENT
CORPORATION

[Signature]
By _____
Incorporator

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of MONOGRAM MANAGEMENT CORPORATION, for service of process within the State of Florida.

[Signature]
By _____
James R. Watson