

P97000082763

**CAREY, O'MALLEY, WHITAKER & MANSON, P.A.**  
ATTORNEYS AT LAW

SUITE 1190  
100 SOUTH ASHLEY DRIVE  
POST OFFICE BOX 499  
TAMPA, FLORIDA 33601-0499

MICHAEL R. CAREY  
DOUGLAS P. MANSON  
RANDALL P. MUELLER  
ANDREW M. O'MALLEY  
JACK R. PEPPER, JR.  
DANIEL D. WHITAKER

September 22, 1997

TELEPHONE: (813) 221-8210  
FACSIMILE: (813) 221-1430

**Via UPS Next Day Air**

Corporate Records Bureau  
Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Fort Myers Sunshine Cafe, Inc.

600002301376--0  
-09/23/97--01086--005  
\*\*\*\*122.50 \*\*\*\*122.50

To Whom It May Concern:

Enclosed are two originals of Articles of Incorporation for the above-named corporation. Please file one original and certify and return one original to me. A self-addressed envelope is included for your convenience.

Also enclosed is our firm check in the amount of \$122.50, to cover the following costs:

1.	Filing fee	\$35.00
2.	Designation of Registered Agent	35.00
3.	Certified copy of Charter	<u>52.50</u>
	<b>Total</b>	<b>\$122.50</b>

97 SEP 23 PM 1:59  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

*Nancy Barnes*  
Nancy Barnes/Paralegal

NRB/trh  
Enclosures

cc: Fort Myers Sunshine Cafe, Inc.

*me 9/24/97*

**ARTICLES OF INCORPORATION  
OF  
FORT MYERS SUNSHINE CAFE, INC.**

**FILED**  
97 SEP 23 PM 1: 59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

**ARTICLE 1**

**Name**

The name of this corporation is: Fort Myers Sunshine Cafe, Inc.

**ARTICLE 2**

**Mailing Address**

The mailing address of this corporation is 13891 Jetport Loop, Suite 19, Fort Myers, Florida 33913.

**ARTICLE 3**

**Shares**

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE 4**

**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 100 South Ashley Drive, Suite 1190, Tampa, Florida 33602, and the name of the initial registered agent of this corporation at that address is Michael R. Carey.

**ARTICLE 5**

**Incorporator**

The name and address of the person signing these Articles is:

Michael R. Carey, Esq.  
Suite 1190, 100 South Ashley Drive  
Tampa, Florida 33602

**ARTICLE 6**

**Initial Board of Directors**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Bruce Brust  
13891 Jetport Loop, Suite 19  
Fort Myers, Florida 33913

The method of election of directors will be as stated in the Bylaws.

**ARTICLE 7**

**Indemnification**

The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 22<sup>d</sup> day of September, 1997.

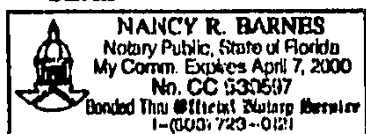
*Michael R. Carey*

Michael R. Carey

**STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of September, 1997 by Michael R. Carey.

SEAL

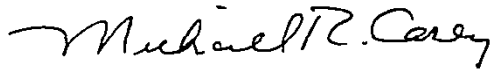


*Nancy R. Barnes*  
Type, Print or Stamp Name of Notary

Personally known X  
or Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

**Acceptance of Registered Agent**

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of 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.



Michael R. Carey

FILED  
97 SEP 23 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA