

P97000105323

FROM HOLLAND & KNIGHT TAMPA

(MON) 12.15' 97 14:41/ST. 14:39/NO. 4261068971 P 1

12/15/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

9:36 AM

((H97000020554 6))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: HOLLAND & KNIGHT LLP, ATT: WHEELER
072100000016

ACCT#:

CONTACT: KATHLEEN WHEELER
PHONE: (813)227-8500

FAX #: (813)229-0134

NAME: HMS STEAKHOUSE OF KISSIMMEE, INC.

AUDIT NUMBER.....H97000020554

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EFFECTIVE DATE

12-8-1997

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE
DOCUMENT

TPA3-495335

FILED
97 DEC 15 PM 4:14
STATE OF FLORIDA
TALLAHASSEE

12/15/97

**ARTICLES OF INCORPORATION
OF
HMS STEAKHOUSE OF KISSIMMEE, INC.**

The undersigned, acting as incorporator of HMS Steakhouse of Kissimmee, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

EFFECTIVE DATE
12-8-1997

The name of the corporation is:

HMS Steakhouse of Kissimmee, Inc.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

4744 North Dale Mabry
Tampa, Florida 33614

FILED
97 DEC 15 PM 4:14
SEE CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation commenced on December 8, 1997.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The registered office of the Corporation shall be 4744 North Dale Mabry, Tampa, Florida 33614, and the registered agent at that address shall be Harold J. Seltzer.

Prepared by:
Robert J. Grammig, Esq.
Holland & Knight LLP
400 N. Ashley Dr., Suite 2300
Tampa, FL 33602
(813) 227-8500
Fl. Bar #337382
Audit #H97000020554

Audit #97000020554

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Harold J. Seltzer	4744 North Dale Mabry Tampa, Florida 33614
Michael Seltzer	6705 Cote de Liesse St. Laurent, Quebec CANADA

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Robert J. Grammig	400 North Ashley Drive Suite 2300 Tampa, Florida 33602

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.


ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 12th day of December 1997.


Robert J. Grammig

FROM HOLLAND & KNIGHT TAMPA

(MON) 12. 15' 97 14:43/ST. 14:39/NO. 4261068971 P 5

Audit #97000020554

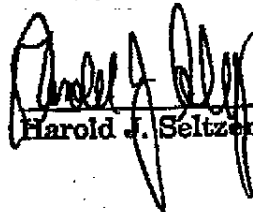
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That HMS Steakhouse of Kissimmee, Inc., desiring to organize under the laws of the State of Florida, as indicated in its articles of incorporation, with its initial registered office at 4744 North Dale Mabry, City of Tampa, County of Hillsborough, State of Florida, has named Harold J. Seltzer, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.


Harold J. Seltzer

TPA3-492536.1

Audit #97000020554

FILED
97 DEC 15 PM 4:14
STATE OF FLORIDA
TALLAHASSEE, FLORIDA