

DEC -31 97(WED) 15:52 MAC-FAC

TEL:813 273 4396

P.002

P98000000549

12/31/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

11:55 AM

((H97000021437 3))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: MACFARLANE FERGUSON & MCMULLEN
CONTACT: ROSALYN GIBBS
PHONE: (813)273-4261

EFFECTIVE DATE
1-1-98

ACCT#: 076077001654

FAX #: (813)273-4396

NAME: LARSON'S H.I. DOWNTOWN, INC.

AUDIT NUMBER.....H97000021437

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

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

DEL.METHOD.. FAX

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

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED
98 JAN -5 PM 12:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. McKnight. JAN 05 1998

W97-28986

FAX AUDIT NO.: H97000021437

EFFECTIVE DATE
1-1-98

ARTICLES OF INCORPORATION
OF

LARSON'S H.I. DOWNTOWN, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is Larson's H.I. Downtown, Inc.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence shall commence at 12:01 A.M. on January 1, 1998..

ARTICLE III

BUSINESS AND POWERS

A. The general nature of the business or businesses to be transacted by the Corporation is to acquire tangible (real and personal) and intangible property and to, thereafter, hold and manage such property and to be a general partner in a partnership that engages in the foregoing described activities and to engage in any activity or business permitted under the laws of the United States and the State of Florida.

NAME: STEPHEN L. PANKAU
ADDRESS: 111 Madison St., Suite 2300
Tampa, Florida 33602
TELEPHONE NO.: 813-273-4200
FAX AUDIT NO.: H97000021437
FLORIDA BAR NO.: 201741

FAX AUDIT NO.: H97000021437

FILED
98 JAN -5 PM 12:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

ARTICLE IV

AUTHORIZED SHARES

A. The maximum number of shares of stock authorized to be issued by the Corporation:

(1) One Hundred (100) shares of Class A voting common stock all of which shares shall be common shares of \$1.00 par value per share and each of which shall have the same rights and privileges; and

(2) Nine Hundred (900) shares of Class B non-voting common stock all of which shares shall be common shares of \$1.00 par value per share and each of which shall have the same rights and privileges.

B. Each share of Class A common stock shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in such meetings; provided, however, that at each election for directors every shareholder of Class A common stock shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares, or by distributing those votes on the same principle among any number of candidates; but any shareholder who intends to cumulate his votes must give written notice of his intention to the Secretary of the Corporation on or before the day preceding each election at which such shareholders intends to cumulate his votes. The holders of shares of Class B common stock shall have no voting rights. Otherwise the shares of Class A and Class B common stock shall have the same rights and privileges.

They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or service.

FAX AUDIT NO.: H97000021437

ARTICLE V

PREEMPTIVE RIGHT

The shareholders shall have preemptive rights to acquire unissued or treasury shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares of the Corporation.

ARTICLE VI

INITIAL REGISTERED AND PRINCIPAL OFFICE

The street address of the initial registered and principal office of the Corporation is Suite 2300, 111 East Madison Street, Tampa, Florida 33602 and the name of the initial registered agent at that address is Stephen L. Pankau.

ARTICLE VII

BOARD OF DIRECTORS

A. Initial Board of Directors. The names and addresses of the initial directors of the Corporation are:

Robert L. Larson
Iris D. Larson

B. Number and Term. The Board of Directors shall be composed of no fewer than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time

FAX AUDIT NO.: H97000021437

with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the Corporation;
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) determining the compensation of the officers, including those who may also be directors; and
- (4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

The foregoing notwithstanding, the powers and duties of the Board of Directors shall be limited as may be provided in the By-Laws or resolutions of the shareholders.

Except as otherwise required by the laws of the State of Florida, the powers and duties of the Board of Directors may be delegated to an Executive Committee.

ARTICLE VIII

OFFICERS

A. Officers of the Corporation shall consist of a President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.

B. Officers need not be shareholders of the Corporation.

FAX AUDIT NO.: H97000021437

C. All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

D. The names and office of each of the first officers, each of whom shall hold office for the first year of the Corporation's existence or until their respective successors are duly elected and qualified, are:

Danette L. Williams
Stephen L. Pankau

President, Treasurer and Secretary
Vice President

ARTICLE IX

INCORPORATOR

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

Stephen L. Pankau
111 East Madison Street
Suite 2300
Tampa, Florida 33602

ARTICLE X

MISCELLANEOUS

A. Other Offices, Agencies and Branches

The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

B. Location of Shareholders and Directors Meetings


Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be

FAX AUDIT NO.: H97000021437

FAX AUDIT NO.: H97000021437

specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31st day of December, 1997.



Stephen L. Pankau, as Incorporator

FAX AUDIT NO.: H97000021437

-9-

FAX AUDIT NO.: H97000021437

**Certificate of Designation -
Registered Agent/Registered Office**

Pursuant to the requirements of the laws of Florida, Larson's H.I. Downtown, Inc. hereby designates its registered agent and registered office:

Name of Corporation: Larson's H. I. Downtown, Inc.

Name and Address of Registered Agent: Stephen L. Pankau, 111 East Madison Street, Suite 2300, Tampa, Florida 33602.

Registered Office of Corporation: 111 East Madison Street, Suite 2300, Tampa, Florida 33602.

Signature of Corporate Officer: Stephen L. Pankau

Name: Stephen L. Pankau

Title: Incorporator

Date: December 31, 1997

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.

Stephen L. Pankau
Name: Stephen L. Pankau

Date: December 31, 1997

FILED

98 JAN -5 PM 12:43

SECRETARY OF STATE
TALLAHASSEE FLORIDA

FAX AUDIT NO.: H97000021437