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Watson & Osborne, P.A.  
Attorneys at Law

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208 PONTE VEDRA PARK DR., SUITE 101

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 28, 1998

KEITH WATSON  
LEE S. OSBORNE  
WILLIAM J. JOOS  
ROBERT J. DYKES

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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RE: Articles of Incorporation of  
THAI ROOM, INC.

Dear Sir:

Enclosed herein please find original Articles of Incorporation for THAI ROOM, INC. along with our check in the amount of \$122.50 for the filing fee. We have enclosed a photocopy of said Articles of Incorporation which we would like for you to stamp with the document filing information (but is not to be certified) and return to us at:

WATSON & OSBORNE, P.A.  
208 Ponte Vedra Park Drive  
Suite 101  
Ponte Vedra Beach, FL 32082

We trust you will find the enclosures in order, however if additional information is desired, please do not hesitate to contact our office.

Sincerely,

WATSON & OSBORNE, P.A.

*Pandy Durmey*  
Legal Assistant

KW/ss

Enclosures

ARTICLES OF INCORPORATION

OF

THAI ROOM, INC.

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98 JAN 28 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE ONE**

The name of the corporation is **THAI ROOM, INC.**

**ARTICLE TWO**

The duration of the corporation is perpetual.

**ARTICLE THREE**

The general purposes for which the corporation is organized are:

1. To conduct business normal to the operation of a full service restaurant for the preparation and sale of food, beverages and any other normal activities required of a restaurant.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the

foregoing.

#### ARTICLE FOUR

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than two (2) persons. Stock will be issued and transferred only to: (1) natural persons, (2) estates, or (3) a trust as described in Title 26, United States Code, Section 1371 defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

#### ARTICLE FIVE

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) each. The shares of stock are to be issued as follows:

<u>NAME</u>	<u>SHARES</u>
PHET T. THOMPSON	600
PATRICK L. THOMPSON	400

#### ARTICLE SIX

The street address of the principal office of the corporation is 422 20th Street, Atlantic Beach, Florida 32233.

#### ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is two (2). The name, address and title of the person who is to serve as a member of the initial

board of directors is:

<u>NAME</u>	<u>ADDRESS</u>
PHET T. THOMPSON President and Treasurer	422 20th Street Atlantic Beach, FL 32233
PATRICK L. THOMPSON Vice President Secretary	422 20th Street Atlantic Beach, FL 32233

**ARTICLE EIGHT**

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
PHET T. THOMPSON	422 20th Street Atlantic Beach, FL 32233

**ARTICLE NINE**

This corporation may be dissolved prior to the time fixed in these Articles of Incorporation by an affirmative vote of the stockholders then holding Fifty-one percent (51%) of its voting capital stock at a meeting of the stockholders called for that purpose, in the manner, not inconsistent with Florida law, set forth in the bylaws, if any. In the event of such dissolution, the affairs of the corporation shall be wound up in the manner provided by the Florida General Corporation Act.

Executed by the undersigned at Ponte Vedra Beach, Florida on this 26th day of January, 1998.

WITNESSES:

Ledie Carady  
Crila Fran

INCORPORATOR:

Phet T. Thompson  
PHET T. THOMPSON

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and in the County aforesaid to take acknowledgements, personally appeared PHET T. THOMPSON, as Incorporator, President and Treasurer of THAI ROOM, INC., to me known to be the person described in or who furnished current Florida drivers license or \_\_\_\_\_ as identification and who executed the foregoing instrument and she acknowledged before me that she executed the same for the purposes expressed therein.

WITNESS my hand and official seal in the County and State last aforesaid this 26th day of January, 1998.

Dawn M Ravan  
Notary Public, State of Florida  
Commission #:  
Commission Expiration date:  
(Notarial Seal)



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INITIAL REGISTERED AGENT OF  
THAI ROOM, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The address of the initial registered agent of the corporation is: 422 20th Street, Atlantic Beach, FL 32233, and the name of its initial registered agent at such address is PHET T. THOMPSON.

By her signature below, PHET T. THOMPSON accepts designation as registered agent of THAI ROOM, INC.

  
PHET T. THOMPSON

Art of Incorp.