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BASIC AMENDMENT

STEVE'S SANDBAR INC.

FILED
01 JUL 30 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
STEVE'S SANDBAR INC.**

FILED
01 JUL 30 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Statutes, Steve's Sandbar Inc., a Florida corporation (the "Corporation"), certifies that:

1. The Amended and Restated Articles of Incorporation set forth herein were duly recommended by unanimous written consent of the Board of Directors dated June 1, 2001.

2. The Amended and Restated Articles of Incorporation set forth herein were approved by the sole shareholder of the outstanding shares of common stock of the Corporation on June 1, 2001. The number of votes cast for the amendment was sufficient for approval.

3. The Articles of Incorporation in effect as of this date are amended as set forth herein in the following respects:

A. Article I concerning the mailing address and the principal address is amended in certain respects.

B. Article IV concerning authorized stock is amended in certain respects.

C. Article V concerning the registered agent is amended in certain respects.

D. Article VI concerning directors is amended in certain respects.

E. Article VII concerning the name and address of the person signing the Articles is amended in certain respects.

F. Article IX concerning indemnification is amended in certain respects.

4. There are no discrepancies between the provisions of the Amended and Restated Articles of Incorporation in effect prior hereto and the provisions of the Amended and Restated Articles of Incorporation set forth herein, other than the inclusion of the foregoing amendments.

Pursuant to Section 607.1007 of the Florida Statutes, the Articles of Incorporation of Steve's Sandbar Inc., a Florida corporation, are hereby amended and restated as follows:

ARTICLE I

The name of the corporation is STEVE'S SANDBAR INC., and its mailing address and principal place of business is 10121 Calumet Lane, Lake Worth, Florida 33467.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation is organized for the purpose of the transaction of any and all lawful business for which corporations may be incorporated, pursuant to Chapter 607, Florida Statutes, known as the Florida Business Corporation Act.

ARTICLE IV

The corporation is authorized to issue one thousand (1,000) shares of common stock of the par value of One Dollar (\$1.00) each.

ARTICLE V

The street address of the registered office of the corporation is 10121 Calumet Lane, Lake Worth, Florida 33467, and the name of the registered agent of the corporation at that address is Jeff Lee.

ARTICLE VI

The corporation shall have one (1) director. The number of directors may be either increased or decreased from time to time as determined by the Bylaws.

The name and address of the director of the corporation is:

Jeff Lee
10121 Calumet Lane
Lake Worth, Florida 33467

ARTICLE VII

The name and address of the person signing these Articles is: Jeff Lee, 10121 Calumet Lane, Lake Worth, Florida 33467.

ARTICLE VIII

The Bylaws of the corporation may be adopted, altered, amended or repealed by either the Board of Directors or the shareholders. Any Bylaw adopted by the shareholders may provide that one or more provisions thereof shall not be altered, amended or repealed by the Board of Directors, in which case such provisions may be amended, altered or repealed only by the shareholders.

ARTICLE IX

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time (the "Act"), the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the corporation), or (b) wherein the corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this Section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE X

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

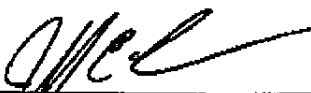
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27 day of July, 2001.



Jeff Lee, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process of 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.



Jeff Lee

DATE: July 27, 2001