

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Berni's Girls, Inc.

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- ☒ Art of Inc. File Photo
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File **EFFECTIVE DATE** 06-15-98
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☒ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
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ARTICLES OF INCORPORATION

OF

BERNI'S GIRLS, INC.

The undersigned, action as Incorporators of a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE I
NAME

The name of this corporation is Berni's Girls, Inc.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation is:

- a. To operate a restaurant business.
- b. In general, to engage in any and all activities or business permitted under the laws of the United States of America and of the State of Florida that a corporation of similar structure, or the individual stockholders of said corporation, can do in their own right.

ARTICLE III
CAPITAL STOCK

EFFECTIVE DATE
06-15-98

SECTION 1. Class of Stock. This corporation is authorized to issue only one (1) class of stock, and all issued stock shall be held of record by not more than ten (10) persons. Stock shall be issued and transferable only to natural persons who are not non-resident aliens.

SECTION 2. Number. The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is 10,000 shares of common stock with a value of ten dollars (\$10.00) per share.

SECTION 3. Initial Issues. Ten (10) shares of the Capital Stock of the Corporation shall be issued for cash at a value of ten dollars (\$10.00) per share.

SECTION 4. Stated Capital. The sum of the value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

SECTION 5. Dividends. The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

SECTION 6. Vote. Each stockholder shall be entitled to one vote for each share of stock held by him.

SECTION 7. Alienation of Stock No stockholder shall sell, assign, transfer, pledge, encumber, devise, give or otherwise dispose of, or alienate, any of his capital stock by any method whatsoever until he/she has first offered to sell said stock in question to the corporation which shall have an option of ninety (90) days to purchase same at book value as of the end of the month in which the offer is made; provide, however, said Capital Stock may be alienated according to the terms and conditions of any Buy and Sell Agreement that may have been entered into by and between the stockholders in full force and effect at the time that the offer is made. All such said Agreements referred to in this subsection shall have been reduced to writing and executed by all the stockholders who shall have acknowledged their respective signature in the presence of a Notary Public.

ARTICLE IV **TERM OF EXISTENCE**

This corporation is to exist perpetually.

ARTICLE V
INITIAL ADDRESS AND REGISTERED AGENT

The initial street address in Florida of the initial principal office of the corporation 14418 Seventh Street, Dade City, FL 33523, and the name of the initial registered agent is ARCHIE GRIGGS, whose address is 1853 Florida Mango Road, West Palm Beach, FL 33406.

ARTICLE VI
DIRECTORS

The initial Board of Directors shall consist of two (2) members who do not need to be residents of the State of Florida or shareholders of the Corporation. The number of Directors may be increased or diminished from time to time by the by-laws adopted by the majority of the outstanding, but shall never be less than two (2) nor more than five (5).

ARTICLE VII
OFFICERS

This corporation shall have a President (who shall be the chief executive officer), a Secretary and a Treasurer, and as many Vice Presidents and Assistant Secretary-Treasurers as determined by the By-Laws adopted by the stockholders. The office of Secretary and the office of Treasurer may be held by one person.

ARTICLE VIII
DIRECTORS AND OFFICERS

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Archie Griggs	1853 Florida Mango Road West Palm Beach, FL 33406	President/Director
Bernice Griggs	1853 Florida Mango Road West Palm Beach, FL 33406	Secretary/Treasurer/Director

ARTICLE IX
INCORPORATORS

<u>NAME</u>	<u>ADDRESS</u>
Archie Griggs	1853 Florida Mango Road West Palm Beach, FL 33406
Bernice Griggs	1853 Florida Mango Road West Palm Beach, FL 33406

ARTICLE X
SHAREHOLDERS ACTION

An affirmative vote of a majority of the outstanding shares of the Corporation shall be required for an shareholder action.

ARTICLE XI
AMENDMENTS

The shareholder shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at stockholders' meeting with not less than a majority vote of the common stock.

ARTICLE XII
DATE COMMENCING BUSINESS

This corporation shall commence business on June 15, 1998, or immediately thereafter.

IN WITNESS WHEREOF, we have made and subscribed this Certificate of Incorporation on this 4 day of June, 1998.



ARCHIE GRIGGS



BERNICE GRIGGS

STATE OF FLORIDA

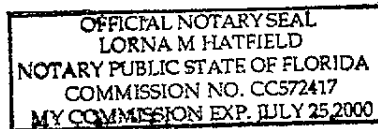
COUNTY OF PALM BEACH

THE FOREGOING INSTRUMENT was acknowledged before me this day by ARCHIE GRIGGS and BERNICE GRIGGS, who are personally known to me or who produced FL DRIVERS lic and ✓ as identification, and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 4 day of June, 1998...


NOTARY PUBLIC

My Commission Expires:
My Commission Number:



ACCEPTANCE OF POSITION OF REGISTERED AGENT

Having been named to accept service of process for the above stated CORPORATION,
at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree
to comply with the provisions of all statutes relative to the proper and complete performance of
my duties.

Dated: June 4, 1998

Archie Griggs
ARCHIE GRIGGS

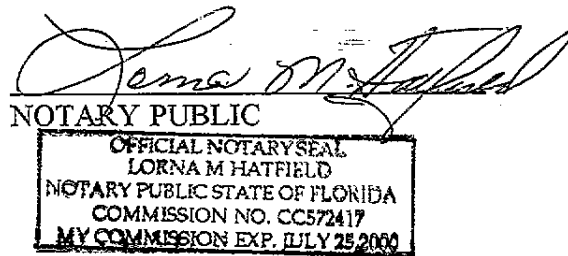
STATE OF FLORIDA

COUNTY OF PALM BEACH

THE FOREGOING INSTRUMENT was acknowledged before me this day by ARCHIE
GRIGGS, who is personally known to me or who produced Fla. Dr. Lic. as identification,
and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 4 day
of June, 1998.

My Commission Expires:
My Commission Number:



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