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July 14, 1998

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32301

EXPIRATION DATE  
7-8-98

200002589462-5  
-07/15/98-01025-015  
\*\*\*122.50 \*\*\*122.50

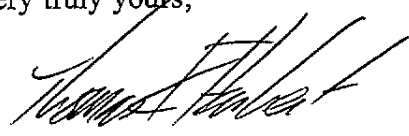
Re: Incorporation of C. C. Restaurant Management, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation and Certificate designating the registered agent for C. C. Restaurant Management, Inc., together with our check in the amount of \$122.50. Would you please file the original and return the certified copy to this office at your earliest convenience in the envelope provided.

Thank you for your prompt attention to this matter. If you have any questions, please do not hesitate to contact this office.

Very truly yours,



Thomas R. Harbert

TRH/bam  
Enclosures  
cc: Mr. Charles J. O'Neil, Jr. (w/encl.)

APPROVED  
AND  
FILED  
98 JUL 15 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK JUL 17 1998

**ARTICLES OF INCORPORATION**  
**OF**  
**C. C. RESTAURANT MANAGEMENT, INC.**

**ARTICLE I**

The name of this Corporation is C. C. RESTAURANT MANAGEMENT, INC.

**ARTICLE II**

Pursuant to Fla. Stat. §607.0203(1), the effective date of incorporation is July 8, 1998.

**ARTICLE III**

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

**ARTICLE IV**

The aggregate number of shares which the Corporation shall have the authority to issue shall be 100,000 shares of common stock. Each of such shares shall have a par value of \$.10 per share.

**ARTICLE V**

The street address of the initial principal office of the Corporation is 1019 S. Hiawassee Road, Suite 3821, Orlando, Florida 32835. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 225 E. Robinson St., Suite 600, Orlando, Florida 32801, and the name of the Corporation's initial registered agent to receive service of process is Thomas R. Harbert.

APPROVED  
AND  
FILED  
98 JUL 15 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7-8-98

## ARTICLE VI

The number of Directors constituting the initial Board of Directors is two. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name(s) and address(es) of the Director/Directors is/are:

### Name

### Address

Charles J. O'Neil, Jr.

11214 Juniper Drive  
Leawood, KS 66211

Charles J. O'Neil III

121 Nantaskett Ave., Apt. 101  
Hull, MA 02045

## ARTICLE VII

The name and address of the subscriber is Thomas R. Harbert, 225 E. Robinson St., Suite 600, Orlando, Florida 32801.


## ARTICLE VIII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

## ARTICLE IX


The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: July 14, 1998.

  
\_\_\_\_\_  
Thomas R. Harbert

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on July 14, 1998,  
by THOMAS R. HARBERT, as Subscriber of C. C. RESTAURANT MANAGEMENT, INC.,  
a Florida corporation, on behalf of the corporation. He/she is personally known to me or has  
produced \_\_\_\_\_  
(type of identification) as identification.

  
\_\_\_\_\_  
Name: \_\_\_\_\_  
(Print Name)

(AFFIX NOTARY SEAL)

Notary Public - State of Florida

My Commission Expires:



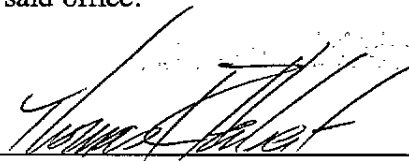
CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That C. C. RESTAURANT MANAGEMENT, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 1019 S. Hiawassee Road, Suite 3821, Orlando, Orange County, State of Florida, has named Thomas R. Harbert as its agent to accept service of process within the State.

ACKNOWLEDGMENT

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 agree to comply with the provisions of said Act relative to keeping open said office.



Thomas R. Harbert  
(Registered Agent)

APPROVED  
AND  
FILED  
98 JUL 15 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA