

PG20098424

FLINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

400002694374--2  
-11/24/98--01001--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Restaurant Management of America, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)



Walk in



Pick up time \_\_\_\_\_



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

FILED  
98 NOV 23 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

11/24  
98 NOV 23 PM 3:15  
DIVISION OF CORPORATIONS  
RECEIVED

Examiner's Initials

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

**ARTICLE 1. - NAME**

The name of the Corporation is RESTAURANT MANAGEMENT OF AMERICA, INC.

**ARTICLE 2. - PRINCIPAL OFFICE**

The principal office of the Corporation shall initially be at 13860 Wellington Trace #12, Wellington, FL 33414. The Corporation may change its principal office from time to time as permitted by law.

**ARTICLE 3. - MAILING ADDRESS**

The initial mailing address of the Corporation shall be 13860 Wellington Trace #12, Wellington, FL 33414. The Corporation may change its mailing address from time to time as permitted by law.

**ARTICLE 4. - PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE 5. - POWERS**

This Corporation shall have all of the powers enumerated in the Florida General Corporation Act.

**ARTICLE 6. - SHARES [CAPITAL STOCK]**

This Corporation is authorized to issue 10,000 Shares of Voting Common Stock with a Par Value of \$1.00 per Share.

**ARTICLE 7. - PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights.

The holders of the common stock of the Corporation shall have the preemptive right to purchase, upon such price, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the common stock of the Corporation as may be issued from time to time over and above the issue of the first shares of the common stock of the Corporation which have never previously been sold or issued. Such preemptive right shall apply to such shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation and shall be exercised in the respective ratio with the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

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#### ARTICLE 8. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2033 Main Street, Suite 600, Sarasota, Florida 34237, and the name of the initial registered agent of this Corporation at that address is ICARD, MERRILL, CULLIS, TIMM, FUREN & GINSBURG, P.A., Attention: Robert E. Messick.

#### ARTICLE 9. - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Director(s) initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial Director(s) of this Corporation is:

JAMES J. WARD, III  
13860 Wellington Trace #12  
Wellington, FL 33414

PATRICIA A. WARD  
13860 Wellington Trace #12  
Wellington, FL 33414

#### ARTICLE 10. - INCORPORATOR

The name and address of the Incorporator is:

ROBERT E. MESSICK, Esquire  
ICARD, MERRILL, CULLIS, TIMM, FUREN & GINSBURG, P.A.  
2033 Main Street, Suite 600  
Sarasota, Florida 34237

#### ARTICLE 11. - CUMULATIVE VOTING

All Shareholders are entitled to cumulate their votes for Directors.

At each election for Directors, every Shareholder entitled to vote in the election 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 his shares, or by distributing the votes on the same principal among any number of candidates.

#### ARTICLE 12. - INDEMNIFICATION

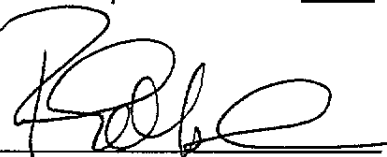
All Officers and Directors shall be indemnified by the Corporation to the fullest extent permitted by law against all expenses and liabilities, including attorney's fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The Corporation may purchase and

maintain insurance on behalf of all Officers and Directors against any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

ARTICLE 13. - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.


The undersigned Incorporator has executed these Articles of Incorporation on this 11th day of November, 1998.

  
ROBERT E. MESSICK

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 11th day of November, 1998, by ROBERT E. MESSICK, described as the Incorporator, who is personally known to me or who has produced a Driver's License as identification, and who did take an oath.

My Commission Expires:

  
Notary Public  
Typed Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_



Paula Moser  
MY COMMISSION # CC646781 EXPIRES  
May 13, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT FOR  
RESTAURANT MANAGEMENT OF AMERICA, INC.**

Having been named to accept Service of Process for the above stated Corporation, at the place designated in the Corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and it further agrees to comply with the provisions of all Statutes relative to the proper and complete performance of its duties.

DATED this 11<sup>th</sup> day of November, 1998.

ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.

By: 

ROBERT E. MESSICK  
Its authorized Agent

Registered Agent

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