

MARY C. SORRELL

Professional Association
Attorney and Counselor at Law

Admitted to Practice

Order of The Coif

State and Federal Courts,
State of Florida
United States Federal Circuit Court
United States Court of Federal Claims

P98000108265

December 29, 1998

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for
P. K. Restaurants, Inc.

000002725820--1
-12/30/98--01020--018
****183.75 *****96.25

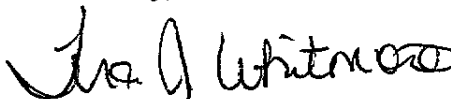
Dear Sir or Madam:

Please find enclosed for filing Articles of Incorporation and Appointment of Registered Agent for Corporation Acceptance of Appointment for P. K. Restaurants, Inc., together with a check in the amount of \$183.75 in payment of the following fees:

Filing Fee and Registration of Designation of Registered Agent:	\$ 70.00
Certified Copy:	52.50
Extra Certified Copy:	52.50
Certificate of Good Standing:	8.75
	<u>\$183.75</u>

Kindly acknowledge receipt and filing of same.

Sincerely,



Tera J. Whitmore
Legal Assistant

FILED
98 DEC 30 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/tjw
Enclosures

ARTICLES OF INCORPORATION

OF

P. K. RESTAURANTS, INC.

ARTICLE I

NAME

The name of this corporation is **P. K. RESTAURANTS, INC.**

ARTICLE II

GENERAL PURPOSE

The general purpose for which the corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act (F. S. §§607.0101-607.193).

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 2275 Atlantic Boulevard, Ste. 200, Neptune Beach, Florida 32266, and the name of the initial registered agent of this corporation at that address is **Mary C. Sorrell, Esquire**. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV
CAPITAL STOCK

The total number of authorized shares of the capital stock of this corporation is 102 shares, divided into two classes, voting common stock and non-voting common stock. The total number of shares of voting common stock authorized is 2 shares. The total number of shares of non-voting common stock authorized is 100 shares.

ARTICLE V
APPROVAL OF DIRECTORS

Shares of stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the board of directors.

ARTICLE VI
PRIOR OFFER TO CORPORATION TO PURCHASE SHARES

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at net worth value as such is determined by the corporation's Certified Public Accountant. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to the corporation at its principal place of business and remain open for acceptance by the corporation for a period of 180 days from the date of mailing. If the corporation fails or refuses

within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his or her shares as he or she may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his or her death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.

Each share certificate issued by the corporation shall have printed or stamped on it the following legend: "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

ARTICLE VII

AUTHORITY OF DIRECTORS

The board of directors shall have authority to issue bonds, debentures, or other obligations of the corporation, from time to time, for any of the objects or purposes of the corporation, and to secure them by mortgage, deed of trust, or pledge of any franchises of the corporation wherever situated, acquired, and to be acquired, and to sell or otherwise dispose of any or all of such obligations in any manner and on such terms as the board of directors may deem proper.

ARTICLE VIII

SALE, LEASE OR EXCHANGE OF ALL ASSETS

Pursuant to the affirmative vote of the holders of at least a majority of the voting common stock issued and outstanding, given at a shareholders' meeting duly called for the purpose, or when authorized by the written consent of the holders of a majority of the voting common stock issued and outstanding, the board of directors shall have the power and authority at any meeting to sell, lease, or exchange all the property and assets of this corporation, including its good will and its corporate franchise, on such terms and conditions as the board of directors deem expedient and for the best interests of the corporation.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time, by amendment to the By-Laws, but in no event shall the number of the Directors be reduced below one (1). The name and address of the initial Director and place of business of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Chris Hionides	2275 Atlantic Boulevard Neptune Beach, FL 32266

ARTICLE X

PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address shall be:

2275 Atlantic Boulevard
Neptune Beach, Florida 32266

ARTICLE XI

INCORPORATOR

The name and address of the Incorporator of this corporation is:

Name

Address

Mary C. Sorrell


2275 Atlantic Boulevard, Ste. 200
Neptune Beach, FL 32266

ARTICLE XII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt By-Laws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any By-Laws made by them that such By-Laws shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set her hand and affixed his seal, this the 29th day of December, 1998.


Mary C. Sorrell, Esquire
Incorporator

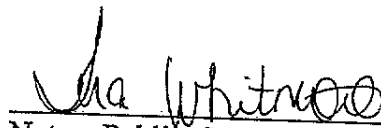
**STATE OF FLORIDA
COUNTY OF DUVAL**

BEFORE ME personally appeared Mary C. Sorrell, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation of P. K. Restaurants, Inc. and acknowledged before me that she signed such Articles of Incorporation for the uses and purposes therein set forth.

WITNESS my hand and official seal at Neptune Beach, Duval County, Florida, this 29th day of December, 1998.



"OFFICIAL SEAL"
Tera Whitmore
My Commission Expires 5/21/99
Commission #CC 465773


Notary Public, State of Florida

Printed Name: Tera Whitmore

Commission No: _____

My Commission Expires: 5/21/99

APPOINTMENT OF REGISTERED AGENT FOR CORPORATION

ACCEPTANCE OF APPOINTMENT

TO: Department of State
Tallahassee, Florida 32304

FILED
98 DEC 30 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In compliance with Section 607.0501 of the Florida General Corporation Act, the following is submitted:

1. **P. K. Restaurants, Inc.** with its place of business at 2275 Atlantic Boulevard, Neptune Beach, Florida 32266, has named **MARY C. SORRELL, ESQUIRE**, located at 2275 Atlantic Boulevard, Ste. 200, Neptune Beach, Florida 32266, as its agent to accept service of process within the State.

DATED this 29th day of December, 1998.


P. K. RESTAURANTS, INC.

By: 

Chris Hionides, President

Having been named to accept service of process for the above-stated Corporation, at the place designated in the Certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 of the Florida General Corporation Act.

Dated this 29th day of December, 1998.


Mary C. Sorrell, Esquire
Registered Agent