

ALFORD, BARBER & MARIANI

Attorneys at Law

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P99 0000008179  
January 20, 1999

Florida Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

000002752460--2  
-01/22/99--01120--003  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

RE: Phil & Glo, Inc.

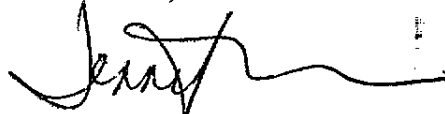
Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation for Phil & Glo, Inc. along with our firms check in the amount of \$122.50 as the filing fee and certified copy fee for the above corporation. Please return certified copy of the Articles of Incorporation to our Clearwater address listed above. Please process at your earliest convenience.

If you have any questions, please do not hesitate to call. Thank you for your assistance in this matter.

Sincerely,

ALFORD, BARBER & MARIANI



Jennifer Norris  
Legal Assistant

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JAN 22 PM 1:10

FILED

50  
1/27

**CERTIFICATE OF INCORPORATION  
OF  
PHIL & GLO, INC.**

**FILED**  
99 JAN 22 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FIRST: The name of this corporation is PHIL & GLO, INC.

SECOND: The general nature of the business or businesses to be transacted and conducted by said corporation is to own and operate restaurant businesses and buy, hold, sell, exchange real estate; and to construct, install, buy, own, sell, exchange and operate any lawful businesses; and to apply for, buy, sell and otherwise deal in patents, copyrights, trademarks and franchises, royalties, and other matters pertaining thereto; to acquire, hold, alienate and encumber stocks, bonds and other securities and investments of every nature; to conduct, carry on and engage in all business and business activities both incident to the transaction of the foregoing business and businesses and otherwise, and to engage in all business and businesses not prohibited by law; and to exercise all such other rights and privileges and all powers as are granted by law to corporations for profit.

THIRD: The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 1,000 shares of voting common stock having a par value of \$1.00 per share. All stock issued shall be fully paid and non-assessable.

FOURTH: The amount of capital with which the said corporation will begin business is \$1,000.00.

FIFTH: The said corporation shall have perpetual existence.

SIXTH: The principal office of the said corporation is to be located at 2601 Jewel Road, Belleair Bluffs, Florida 33770, Pinellas County, Florida, and said address shall also be the initial registered office of this corporation. The name of the initial registered agent for this corporation is CHARLES F. BARBER whose address is 1550 S. Highland Avenue, Suite B, Clearwater, FL 33756.

SEVENTH: There shall not be less than two (2) nor more than three (3) directors of said corporation; provided, however, that the number of directors may be increased in any manner now or hereafter as authorized by law.

EIGHTH: The names and post office addresses for the first Board of Directors, who subject to the provisions herein contained and of the Bylaws of said corporation and of Chapter 607, Florida Statutes, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are the following:

NAME

ADDRESS

PHILIP TREROTOLA  
President

2601 Jewel Road  
Belleair Bluffs, FL 33770

GLORIA TREROTOLA  
Secretary/Treasurer

2601 Jewel Road  
Belleair Bluffs, FL 33770

NINTH: The name and post office address of the sole subscriber of this certificate and

the number of shares of stock of said corporation which he agrees to take are as follows:

PHILIP TREROTOLA  
2601 Jewel Road  
Belleair Bluffs, FL 33770

1,000 shares at  
\$1.00 per share

TENTH: The officers of said corporation shall be a President and Secretary/Treasurer, and such other officers and agents as may be deemed necessary by the Board of Directors from time to time. All officers, agents and directors shall be chosen in such manner, shall hold their offices for such time, and shall have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. Any person may hold two or more offices.

ELEVENTH: Said corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate in the manner now or hereafter permitted by law or prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

TWELFTH: In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding capital stock shall receive the remaining assets of this corporation and the same shall be paid to them and distributed ratably.

THIRTEENTH: Except as otherwise provided by law, the entire voting power for the election of directors and for other purposes shall be vested exclusively in the holders of the outstanding common shares.

FOURTEENTH: Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is being offered to others.

IN WITNESS WHEREOF, I, the undersigned, being the original sole subscriber of the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, and in pursuance of Chapter 607, Florida Statutes, do hereby make, subscribe, acknowledge and file this certificate declaring and certifying that the facts herein stated are true and that I do so for the purpose of becoming a corporation under the said laws of the State of Florida, and do hereby respectively agree to take the number of shares of stock hereinbefore set forth and stated, and accordingly I have hereunto set my hand and seal at Clearwater, Pinellas County, Florida, on this 18<sup>th</sup> day of January, 1999.

  
PHILIP TREROTOLA

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

BE IT REMEMBERED, that on this 18<sup>th</sup> day of January, 1999, personally appeared before me, a notary public of the State of Florida, PHILIP TREROTOLA, to me well known and known to me to be the party to the foregoing Certificate of Incorporation, and known to me personally to be such, and acknowledged the said certificate to be his act and deed, and that the facts therein stated are truly set forth, and that he is the party to the foregoing certificate for the purpose

of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at  
Clearwater, in the County and State aforesaid on this 18 day of January, 1999

NOTARY PUBLIC

Sign *Terri J Greenier*

Print Terri J Greenier  
State of Florida at Large  
My Commission Expires:



TERRI J. GREENIER  
My Commission CC508342  
Expires Nov. 06, 1999



TERRI J. GREENIER  
My Commission CC508342  
Expires Nov. 06, 1999

### CERTIFICATE OF REGISTERED AGENT

I HEREBY ACCEPT the designation of Resident Agent of the foregoing corporation at the  
address indicated.

*Charles F. Barber*  
CHARLES F. BARBER

**FILED**  
99 JAN 22 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA