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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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*****78.75 *****78.75

Stewart's Happy Day
Drive-In, Inc.

RECEIVED

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: LS

4/16/99 9:41

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ 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 _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

R. Parintun APR 15 1999

**ARTICLES OF INCORPORATION
OF
STEWART'S HAPPY DAYS DRIVE-IN, INC.**

**ARTICLE I
NAME**

The name of this corporation is **STEWART'S HAPPY DAYS DRIVE-IN, INC.**

**ARTICLE II
BUSINESS TO BE TRANSACTED**

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

To provide a Restaurant and Food Production, Services and related Sales and Services, Products and Merchandise associated therewith; and

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; and

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the state of Florida and all other states and countries; and

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required; and

To purchase the corporate assets of any other corporation and engage in the same other character of business; and

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the state of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock; and

To transact any and all lawful business for which incorporations may be incorporated under Chapter 607, Florida Statutes.

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ARTICLE III

CAPITAL STOCK

This corporation shall be authorized to issue **1,000 (One Thousand)** shares of common stock.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall exist in perpetuity.

ARTICLE V

PRINCIPLE OFFICE

This corporation shall have its principle office in the city of Fort Myers, county of Lee, State of Florida, at **13180 North Cleveland Avenue, Suite 116, North Ft. Myers, Florida 33903**. The mailing address for the corporation is **13180 North Cleveland Avenue, Suite 116, North Ft. Myers, Florida 33903**.

ARTICLE VI

REGISTERED AGENT OFFICE

The street address of the registered office of this corporation in the state of Florida is **13180 North Cleveland Avenue, Suite 116, North Ft. Myers, Florida 33903**. The directors may from time to time move the registered office to any other address in Florida. The initial registered agent of this corporation is **Gery Goldrick** whose address is **13180 North Cleveland Avenue, Suite 116, North Ft. Myers, Florida 33903**.

ARTICLE VII

DIRECTORS

This corporation shall have **3 (Three)** directors, initially. The number of directors may be increased or decreased from time to time, by the by-laws adopted by the stockholders.

Michael Frencek
13180 N. Cleveland Avenue
Suite 116
N. Ft. Myers, Florida 33903

Gerald Goldrick
13180 N. Cleveland Avenue
Suite 116
N. Ft. Myers, Florida 33903

Anthony R. Frencek
28866 Pluto Street
Haywood, CA 94544

ARTICLE VIII
INCORPORATORS

The incorporators to these Articles of Incorporation are:

Michael Froncek
13180 North Cleveland Avenue
Suite 116
N. Ft. Myers, Florida 33903

Gerald Goldrick
13180 North Cleveland Avenue
Suite 116
N. Ft. Myers, Florida 33903

ARTICLE IX
CORPORATE OFFICERS

The following-named persons shall hold the indicated offices of the corporation for the first year, from the date of incorporation or until their successors are elected and qualified:

Michael Froncek, President
13180 N. Cleveland Avenue
Suite 116
N. Ft. Myers, Florida 33903

Gerald Goldrick, Vice-President
13180 N. Cleveland Avenue
Suite 116
N. Ft. Myers, Florida 33903

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this
day of 4/9/99, 1999



(SEAL)
MICHAEL FRONCEK
Incorporator



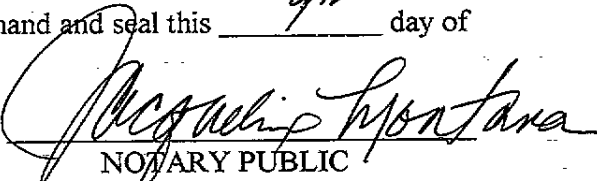
(SEAL)
GERALD GOLDRICK
Incorporator

STATE OF FLORIDA
COUNTY OF LEE

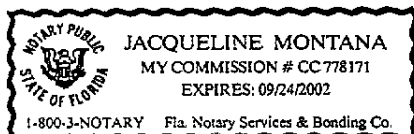
BEFORE ME, the undersigned authority, personally appeared MICHAEL FRONCEK
and GERALD GOLDRICK who acknowledged before me that they executed the
foregoing Articles of Incorporation voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9th day of
April, 1999.

My commission expires:



NOTARY PUBLIC



ACCEPTANCE OF REGISTERED AGENT

GERALD GOLDRICK having been named as the registered agent in the foregoing Articles of Incorporation of **STEWART'S HAPPY DAYS DRIVE-IN, INC.**, to accept serve of process for the corporation at **13180 North Cleveland Avenue, Suite 116, North Ft. Myers, Florida 33903**, hereby agrees to act as the registered agent and comply with the laws of the state of Florida relative to such position.

DATED this 9th day of APRIL, 1999.


GERALD GOLDRICK
Registered Agent