

LAW OFFICES

**STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON, P.A.**

SUNTRUST FINANCIAL CENTRE - SUITE 2200  
401 EAST JACKSON STREET  
TAMPA, FLORIDA 33602

TELEPHONE (813) 223-4800  
PINELLAS (813) 443-3772 • FAX (813) 222-5089

E. RICHARD ALHADEFF  
LOUISE JACOWITZ ALLEN  
STUART D. AMES  
LAWRENCE J. BAILIN  
AMANDA C. BARRY  
PATRICK A. BARRY  
SHAWN BAYNE  
SUSAN FLEMING BENNETT  
LISA K. BERG  
MARK J. BERNET  
HANS C. BEYER  
ELLEN I. CHO  
SETH THOMAS CRAINE  
PETER L. DESIDERIO  
MARK P. DIKEMAN  
SHARON QUINN DIXON  
ALAN H. FEIN  
ANGELO M. FILIPPI  
ANDREA F. FISHER  
ROBERT E. GALLAGHER, JR.  
CHAVA E. GENET  
LATASHA A. GETHERS  
PATRICIA K. GREEN  
JOSEPH K. HALL  
ALICE R. HUNEYCUIT  
RICHARD B. JACKSON

THEODORE A. JEWELL  
MICHAEL I. KEYES  
ROBERT T. KOFMAN  
CHAD K. LANG  
PAUL TAGER LEHR  
TERRY M. LOVELL  
JOY SPILLIS LUNDEEN  
GEOFFREY MACDONALD  
MICHAEL C. MARSH  
BRIAN J. McDONOUGH  
ANTONIO R. MENENDEZ  
FRANCISCO J. MENENDEZ  
ALISON W. MILLER  
VICKI LYNN MONROE  
HAROLD D. MOOREFIELD, JR.  
JOHN N. MURATIDES  
JOHN K. OLSON  
JAY P. W. PHILP  
KARA E. PLUNKETT  
DAVID C. POLLACK  
DARRIN J. QUAM  
JOHN M. RAWICZ  
PATRICIA A. REDMOND  
ELIZABETH G. RICE  
GLENN M. RISSMAN

DAVID A. ROTHSTEIN  
BETTY CHANG ROWE  
STEVEN D. RUBIN  
MIMI L. SALL  
NICOLE S. SAYFIE  
RICHARD E. SCHATZ  
LESTER E. SEGAL  
DAVID M. SEIFER  
JOSE G. SEPULVEDA  
JAY B. SHAPIRO  
MARTIN S. SIMKOVIC  
CURTIS H. SITTERSON  
RONNI D. SOLOMON  
MARK D. SOLOV  
EUGENE E. STEARNS  
JENNIFER D. STEARNS  
BRADFORD SWING  
SUSAN J. TOEPFER  
ANNETTE TORRES  
DENNIS R. TURNER  
RONALD L. WEAVER  
ROBERT I. WEISSLER  
PATRICIA G. WELLES  
THOMAS H. WILLIAMS, JR.  
MARTIN B. WOODS

OWEN S. FREED  
SENIOR COUNSEL

DAVID M. SMITH  
LAND USE CONSULTANT

MAILING ADDRESS:  
POST OFFICE BOX 3299  
TAMPA, FLORIDA 33601

MIAMI OFFICE:  
MUSEUM TOWER  
150 WEST FLAGLER STREET  
MIAMI, FLORIDA 33130

(305) 789-3200

FT. LAUDERDALE OFFICE:  
200 EAST BROWARD BOULEVARD  
SUITE 1900  
FT. LAUDERDALE, FLORIDA 33301

(854) 482-9500

August 13, 1999

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

**EFFECTIVE DATE**  
8-13-99

500002960315--1  
-08/16/99--01030--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: AJD Restaurants, Inc.

Sir/Madam:

Enclosed is the original of the Articles of Incorporation of AJD Restaurants, Inc. for filing with the State of Florida. Please have the enclosed filed with the Division of Corporations, and return a certified copy of same to the attention of the registered agent as referenced in the Articles of Incorporation.

Also enclosed please find check no. 1640 in the amount of \$78.75 which represents payment of the following:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	<u>8.75</u>
TOTAL	\$ 78.75

FILED  
99 AUG 16 PM 6:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BROWN AUG 19 1999

**EFFECTIVE DATE**  
8-13-99

**ARTICLES OF INCORPORATION OF**  
**AJD RESTAURANTS, INC.**

**FILED**  
99 AUG 16 PM 6:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE ONE - NAME**

The name of this corporation is: AJD Restaurants, Inc.

**ARTICLE TWO - DURATION; EFFECTIVE DATE**

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

**ARTICLE THREE - PURPOSES**

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE FOUR - CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE FIVE - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this corporation is: 6557 Fairway Hill Court, Orlando, Florida 32835-5741.

**ARTICLE SIX - REGISTERED OFFICE AND REGISTERED AGENT**

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office is Lester E. Segal, 400 North Ashley Drive, Suite 2300, Tampa, Florida 33602.

## **ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws. The individual who is to serve as the sole initial member of the Board of Directors of the corporation is as follows:

Adrian J. Delgado

6557 Fairway Hill Court  
Orlando, Florida 32835-5741

## **ARTICLE EIGHT - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is Lester E. Segal, 400 North Ashley Drive, Suite 2300, Tampa, Florida 33602.

## **ARTICLE NINE - AMENDMENT**

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

## **ARTICLE TEN - BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

## **ARTICLE ELEVEN - INFORMAL SHAREHOLDER ACTION**

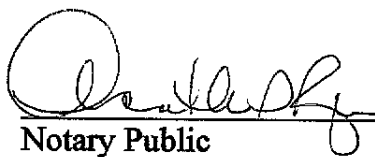
The holders of outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation  
this 13<sup>th</sup> day of August, 1999.

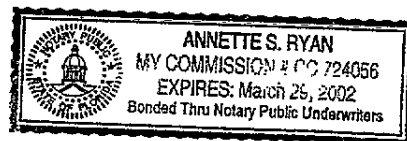
  
Lester E. Segal, as  
Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 13<sup>th</sup> day  
of August, 1999, by LESTER E. SEGAL, who is personally known to me  
and who did not take an oath.

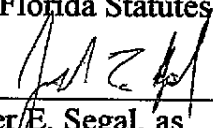
 (SEAL)  
Notary Public

My Commission Expires:



ACCEPTANCE AND ACKNOWLEDGMENT

I hereby accept to act as registered agent, and agree to comply with the provisions of  
all statutes relative to the proper and complete performance of my duties and am familiar  
with and accept the obligations of Section 607.0505, Florida Statutes.

  
Lester E. Segal, as  
Registered Agent

FILED  
99 AUG 16 PM 6:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA