

P99000080278

KATHY'S SUNRISE GRILL, INC.
2807 38th Avenue North
St. Petersburg, FL 33714

August 22, 1999

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

500002978925--7
-09/03/99--01097--020
****122.50 *****78.75

RE: Kathy's Sunrise Grill, Inc.

EFFECTIVE DATE

9-1-99

Gentlemen:

Enclosed please find the Articles of Incorporation to be filed for a new corporation - Kathy's Sunrise Grill, Inc., Also enclosed is our check in the amount of \$122.50 for filing fees, including a certification statement for the new corporation.

Sincerely,

Katherine Rose Souder
President

enclosures - Articles of Incorporation (2)
check - \$122.50

FILED
99 SEP -3 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. Rolfe SEP 10 1999

FILED
99 SEP -3 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

KATHY'S SUNRISE GRILL INC.

The undersigned natural person of legal age, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopt the following Articles Articles of Incorporation:

ARTICLE I

NAME

The name and address of this corporation shall be:

Kathy's Sunrise Grill Inc.
2807 38th Avenue North
St. Petersburg, Florida 33714

ARTICLE II

Purposes

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

ARTICLE III

Stock Clause

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 500 shares of common stock (each with a par value of \$1.00).

ARTICLE IV

Subscribers, Incorporators & Directors

The name and address of the subscriber and Incorporator is:

NAME

ADDRESS

Katherine Rose Souder

2807 38th Avenue
St. Petersburg, FL 33714

The name and address of the Director is:

<u>NAME</u>	<u>ADDRESS</u>
Katherine Rose Souder	2807 38th Avenue St. Petersburg, FL 33714

ARTICLE V
Informal Shareeholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaw.

ARTICLE VI
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation;
- (d) Dissolution of the corporation;
- (e) Issuance of shares of any class, series or kind of stock (whether or not presently authorized), including treasury stock.

ARTICLE VII
Directors

A. The business of the corporation shall be managed initially by a board of one (1) directors. The number of directors may be, as provided in the bylaw, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

ARTICLE VIII Effective Date

The date that corporate existence shall begin shall be September 1, 1999. This election is pursuant to Florida Statute 607.0123.

ARTICLE IX Registered office and Registered Agent

The address of the initial registered office of this corporation is 2807 38th Avenue North, St. Petersburg, Florida 33714. The name of the Registered Agent of this corporation is Katherine Rose Souder, at the above office address.

ARTICLE X Bylaw

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 30th day of August, 1999.

Katherine R Souder

ACCEPTANCE

I hereby accapt appointment as Registered Agent of
Kathy's Sunrise Grill Inc., dated this 30th day of August,
1999.

Katherine R. Souder

FILED

99 SEP -3 AM 11:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA