

**ROSE AND WELLER**

**ATTORNEYS AT LAW**

**P.O. BOX 321255**

**101 N. ATLANTIC AVENUE**

**COCOA BEACH, FLORIDA 32932-1255**

WALTER T. ROSE, JR., P.A.  
WILLIAM E. WELLER

TELEPHONE (407) 784-0147  
FAX (407) 784-4364

P99000089795

October 5, 1999

Secretary of State  
Division of Corporations  
Attn: UCC Filings  
409 E. Gaines Street  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

600003008336--8  
-10/07/99--01040--020  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: A & R Hospitality Group, Inc.

Dear Sir:

Enclosed you will find the original and one copy of Articles of Incorporation of A & R Hospitality Group, Inc. Please file these and furnish a certified copy of same to the undersigned. The firm's check in the amount of \$122.50 is enclosed to cover the costs of filing as follows:

Filing Articles	\$ 35.00
Certified Copy	52.50
Resident Agent Fee	<u>35.00</u>
Total	\$122.50

EFFECTIVE DATE  
10-5-99

FILED  
OCT 7 AM 10:50

Yours very truly,

*for* *William E. Weller*  
William E. Weller

WEW/dm  
Enclosures

CP  
10-12-99  
6

**ARTICLES OF INCORPORATION**  
**OF**  
**A & R HOSPITALITY GROUP, INC.**

EFFECTIVE DATE  
10-5-99

**ARTICLE I NAME**

The name of this corporation is **A & R HOSPITALITY GROUP, INC..**

**ARTICLE II DURATION**

This corporation shall exist perpetually commencing as of the date of execution and acknowledgement of these Articles.

**ARTICLE III PURPOSE**

This corporation is organized for the purpose of conducting any lawful business.

**ARTICLE IV CAPITAL STOCK**

This corporation is authorized to issue **100** shares of **5.00** par value stock.

**ARTICLE V PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of the corporation shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

**ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 101 N. Atlantic Avenue, Cocoa Beach, Florida 32931 and the name of the initial registered agent of this corporation at that address is **William E. Weller.**

99 OCT -7 AM 10:50  
FILED  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

## **ARTICLE VII INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the directors of this corporation are:

William E. Weller  
Post Office Box 321255  
Cocoa Beach, FL 32932-1255

Deanne L. McWilliams  
Post Office Box 321255  
Cocoa Beach, FL 32932-1255

## **ARTICLE VIII INCORPORATOR**

The name and street address of the person signing the Articles of Incorporation is **Deanne L. McWilliams, Post Office Box 321255, Cocoa Beach, Florida 32932-1255.**

## **ARTICLE IX BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

## **ARTICLE X CUMULATIVE VOTING**

At each election of directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

## **ARTICLE XI SHAREHOLDER QUORUM AND VOTING**

Fifty-one percent (51%) of the shares entitled to vote, represented in person, or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### **ARTICLE XII POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### **ARTICLE XIII DIRECTOR QUORUM AND VOTING**

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present shall be the act of the Board of Directors.

#### **ARTICLE XIV AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 5th of October, 1999.

  
\_\_\_\_\_  
Deanne L. McWilliams

STATE OF FLORIDA

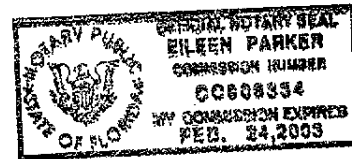
COUNTY OF BREVARD

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and county set forth above, personally appeared Deanne L. McWilliams, who did take an oath and did produce proper identification, known to be and known by me to be the

person who executed the foregoing Articles of Incorporation and he/she acknowledged before me that he/she executed these Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal in the State and County aforesaid on this **5th** day of **Ocothber**, 1999.

Eileen Parker  
Notary Public



**CERTIFICATE DESIGNATING PLACE OF  
BUSINES OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED  
99 OCT -7 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act.

**FIRST:** That **A & R HOSPITALITY GROUP, INC.**, desiring to organize under the laws of the State of Florida with its principal office located at **101 N. Atlantic Avenue, Cocoa Beach, Florida**, has named **William E. Weller** as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
William E. Weller