

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P 990000

96328

Hooters of Manhattan
Inc.

800003032278--0
-11/02/99-01055-018
****157.50 ****78.75

- 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 _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV -2 PM 12:41

APPROVED
AND
FILED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 NOV -2 AM 10:38

RECEIVED

[Handwritten Signature]

Signature _____

Requested by: *[Signature]*

11/2/99 9:37

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

**ARTICLES OF INCORPORATION
OF
HOOTERS OF MANHATTAN, INC.**

The undersigned as incorporator forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this corporation is **HOOTERS OF MANHATTAN, INC.**

ARTICLE II.

PRINCIPAL OFFICE

The principal address of this corporation is: 26133 U.S. Highway 19 North, Suite 100, Clearwater, Florida 33763-2019.

ARTICLE III.

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE IV.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the Registered Agent of this corporation and the street address of the Registered Office are as follows:

Name: Neil G. Kiefer
Address: 26133 U.S. Highway 19 North, Suite 100
Clearwater, FL 33763-2019.

ARTICLE V.

INITIAL BOARD OF DIRECTORS

This corporation shall have five (5) Director(s) 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. The names and addresses of the initial Director(s) of this corporation are:

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Gilbert Di Giannantonio 3717 Woodridge Place
Palm Harbor, FL 34684

William Ranieri 4794 Pebblebrook Drive
Oldsmar, FL 34677

Edward C. Droste 20 Midway Island
Clearwater, FL 33767

Dennis Johnson 32 Oak Avenue
Palm Harbor, FL 34684

Neil G. Kiefer 10451 Longwood Drive
Seminole, FL 33777

ARTICLE VI.

INCORPORATOR

The name and address of the incorporator of this corporation is:

Name: Neil G. Kiefer

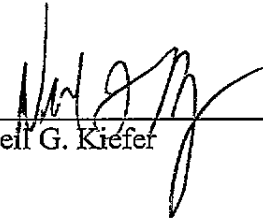
Address: 26133 U.S. Highway 19 North, Suite 100
Clearwater, FL 33763-2019

ARTICLE VII.

EFFECTIVE DATE OF ARTICLES

These Articles shall be effective upon filing with the Secretary of State for Florida.

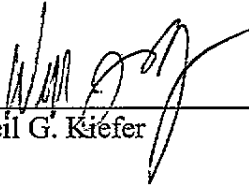
IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 16th day of September, 1999 for the purpose of organizing this corporation under the laws of the State of Florida.



Neil G. Kiefer

ACKNOWLEDGEMENT:

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 provision of said Act relative to keeping open said office.



Neil G. Kiefer

Dated: September 16, 1999

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