

S 61528

Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
CLOYDE'S STEAK & LOBSTER CORPORATION**

Certificate of Status	0
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Page Count	03
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Amended & Restated
Att.

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Nov 24 2009 14:49 P.02

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November 24, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CLOYDE'S STEAK & LOBSTER CORPORATION
4050 GULF SHORE BLVD.
NAPLES, FL 33940

RESUBMISSION
PLEASE HONOR ORIGINAL
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11/23

SUBJECT: CLOYDE'S STEAK & LOBSTER CORPORATION
REF: S61528

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Regulatory Specialist II

FAX Aud. #: H09000246440
Letter Number: 809A00036423

RECEIVED
2009 NOV 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CLOYDE'S STEAK & LOBSTER CORPORATION**

The following provisions of the Articles of Incorporation of **CLOYDE'S STEAK & LOBSTER CORPORATION**, a Florida corporation, as filed in the offices of the Secretary of State, State of Florida in Tallahassee, Florida on the 21st day of June, 1991, and assigned document number S61528, be and they hereby are amended and restated as follows:

**ARTICLE I.
CORPORATE NAME**

The name of this Corporation is Cloyde's Steak & Lobster Corporation.

**ARTICLE II.
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 5,000 common shares of stock having a par value of Zero and 01/100 (\$0.01) Dollars. Common shares shall be the only class of shares which this Corporation shall have authority to issue.

**ARTICLE III.
INCORPORATOR**

The name and address of the Incorporator is:

Name

Address

Corporation Information Services, Inc.

502 East Park Avenue
Tallahassee, Florida 32301

**ARTICLE IV.
REGISTERED OFFICE AND AGENT**

The street address of the registered office of this Corporation is 4050 Gulf Shore Boulevard North, Naples, Florida 34103, and the name of the registered agent of this Corporation at that address is Michael Hocter.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE V.
PRINCIPAL OFFICE**

The address of the principal office of this Corporation shall be 4050 Gulf Shore Boulevard North, Naples, Florida 34103.

**ARTICLE VI
BOARD OF DIRECTORS**

The name of the sole Director of this Corporation is:

Michael Hocter

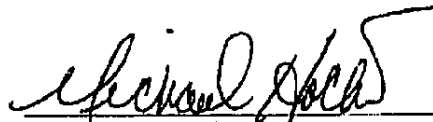
**ARTICLE VII
BUSINESS PURPOSE**

The purpose and function of this Corporation shall be to engage in the business of restaurant food services, as well as to engage in all other lawful business enterprises.

**ARTICLE VIII
DURATION**

The duration of this Corporation shall be perpetual.

The undersigned has executed these Amended and Restated Articles of Incorporation on this 23rd day of November, 2009.

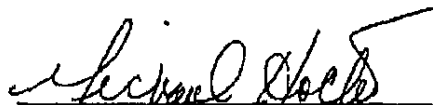

Michael Hocter, Sole Director

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091 AND SECTION 607.0501, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

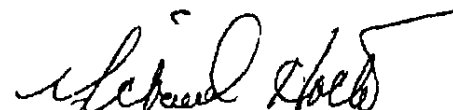
That **CLOYDE'S STEAK & LOBSTER CORPORATION**, a Florida corporation,
having previously organized under the laws of the State of Florida, with its principal place of
business located at 4050 Gulf Shore Boulevard North, Naples, Florida 34103, has named Michael
Hocter, located at 4050 Gulf Shore Boulevard North, Naples, Florida 34103, as its registered agent
to accept service of process within the State of Florida.

Dated: November 23, 2009.


Michael Hocter, Sole Director

Having been named to accept service of process for the above-named Corporation at the
place designated in this Certificate, Michael Hocter hereby agrees to comply with the provisions of
all statutes relative to the proper and complete performance of his duties.

Dated: November 23, 2009.


Michael Hocter, Registered Agent

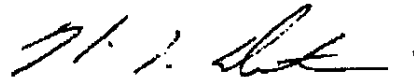
**CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION**

This Certificate of Amendment and Restatement of Articles of Incorporation of Cloyde's Steak & Lobster Corporation ("Corporation") confirms that the Articles of Incorporation of the Corporation have been amended and restated in their entirety as reflected in the attached Amended and Restated Articles of Incorporation. In that regard, the undersigned hereby certifies the following:

1. The attached Amended and Restated Articles of Incorporation of the Corporation was adopted by the sole member of the Board of Directors of the Corporation on the 23rd day of November, 2009.

2. The attached Amended and Restated Articles of Incorporation of the Corporation was adopted by the sole shareholder of the Corporation on the 23rd day of November, 2009, such vote being sufficient for approval thereof.

Executed on this 23rd day of November, 2009.



Kevin A. Denti, Esquire, Authorized Representative