

SECURITIES AND EXCHANGE COMMISSION

FORM 8-A12G

Form for registration of a class of securities pursuant to section 12(g)

Filing Date: **2004-10-14**
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FILER

PASSPORT RESTAURANTS INC

CIK: **1132733** | IRS No.: **113698802** | State of Incorporation: **TX** | Fiscal Year End: **1229**
Type: **8-A12G** | Act: **34** | File No.: **000-50986** | Film No.: **041077859**
SIC: **5812** Eating places

Business Address
1250 NE LOOP 410 STE 335
SAN ANTONIO TX 78209
2108242496

FORM 8-A

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

PASSPORT RESTAURANTS, INC.

(Exact name of registrant as specified in its charter)

Texas

(State of incorporation
or organization)

11-3698802

(IRS Employer
Identification Number)

5950 Hazeltine National Drive, Suite 290
Orlando, Florida

(Address of principal executive offices)

32822

(Zip Code)

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. []

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. [X]

Securities Act registration statement file number
to which this Form relates: 333-108024 (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

\$.001 Par Value Common Stock
(Title of Class)

DESCRIPTION OF SECURITIES

ITEM 1. Description of Registrant's Securities To Be Registered

The Registrant's Registration Statement on Form SB-2 under the Securities Act of 1933 and all amendments thereto, file number 333-108024, are incorporated herein by reference, including specifically, "Description of Securities", contained therein.

ITEM 2. Exhibits

1. 1.1 Specimen Certificate for \$.001 par value Common Stock of the Registrant
2. Articles of Incorporation of Registrant, as amended, filed as Exhibit 3.1 to the Registration Statement on Form SB-2 under the Securities Act of 1933, file number 333-108024, is incorporated herein by reference.
3. Bylaws of Registrant, filed as Exhibit 3.2 to the Registration Statement on Form SB-2 under the Securities Act of 1933, file number 333-108024, is incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

PASSPORT RESTAURANTS, INC.

By /s/ Christopher R. Thomas

Christopher R. Thomas
Chief Executive Officer

Date: October 13, 2004

Exhibit 1.1

Passport Restaurants, Inc.

INCORPORATED UNDER THE LAWS OF THE STATE OF TEXAS
AUTHORIZED: 50,000,000 COMMON SHARES, \$.001 PAR VALUE

SEE REVERSE FOR
CERTAIN DEFINITIONS

NUMBER: _____

CUSIP 70285Q101

This Certifies That

Is The Owner Of

FULLY PAID AND NON-ASSESSABLE SHARES, \$.001 PAR VALUE, OF

Passport Restaurants, Inc.

transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this Certificate properly endorsed. this Certificate is not valid unless countersigned by the Transfer Agent and registered by the Registrar.

In Witness Whereof, the Corporation has caused this Certificate to be signed in facsimile by its duly authorized officers and the facsimile seal of the Corporation to be duly affixed hereto.

DATED: _____

/s/

Secretary

President

Passport Restaurants, Inc.
Corporate Stock Transfer, Inc.
Transfer Fee: As Required

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full

according to applicable laws or regulations:

TEN COM as tenants in common
TEN ENT as tenants by the entireties
JT TEN as joint tenants with right
of survivorship and not as
tenants in common

UNIF GIFT MIN ACT - Custodian for
(Cust.) (Minor)
under Uniform Gifts to Minors
Act of
(State)

Additional abbreviations may also be used though not in the above list.

For value received _____ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER
IDENTIFYING NUMBER OF ASSIGNEE

Please print or type name and address of assignee

----- Shares

of the Common Stock represented by the within Certificate and do hereby
irrevocably constitute and appoint

Attorney to transfer the said stock on the books of the within-named
Corporation, with full power of substitution in the premises.

Dated _____ 20 _____

SIGNATURE GUARANTEED: X

X

THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON
THE FACE OF THIS CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR
ENLARGEMENT OR ANY CHANGE WHATSOEVER. THE SIGNATURE(S) MUST BE GUARANTEED BY AN
ELIGIBLE GUARANTOR INSTITUTION (Banks, Stockbrokers, Savings and Loan
Associations and Credit Unions) WITH MEMBERSHIP IN AN APPROVED SIGNATURE
GUARANTEE MEDALLION PROGRAM.

