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**BASIC AMENDMENT**

**GREAT IRISH PUBS FLORIDA, INC.**

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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 23, 2004

GREAT IRISH PUBS FLORIDA, INC.  
350 EAST LAS OLAS BLVD., STE. 1000  
FT. LAUDERDALE, FL 33315

SUBJECT: GREAT IRISH PUBS FLORIDA, INC.  
REF: P04000164471

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

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.

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Karen Gibson  
Document Specialist

FAX Aud. #: H04000252451  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GREAT IRISH PUBS FLORIDA, INC.  
A FLORIDA CORPORATION**

The undersigned, acting as President of a Florida corporation ("Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Amended and Restated Articles of Incorporation for such Corporation:

These Amended and Restated Articles of Incorporation were duly adopted by the Corporation's Board of Directors and its Shareholder on December 23, 2004, and the Board of Directors and Shareholder votes for these Amended and Restated Articles of Incorporation were sufficient for their approval by both the Board of Directors and Shareholder.

**ARTICLE I  
NAME**

The name of the Corporation is Great Irish Pubs Florida, Inc.

**ARTICLE II  
ADDRESS**

The principal place of business/mailling address of the Corporation is:

Great Irish Pubs Florida, Inc.  
c/o Berger Singerman  
350 East Las Olas Blvd.  
Suite 1000  
Ft. Lauderdale, FL 33315

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TALLAHASSEE, FLORIDA

**ARTICLE III  
COMMENCEMENT OF CORPORATE EXISTENCE**

The corporate existence begin on the date that the Corporation's initial Articles of Incorporation were filed with the Department of State.

**ARTICLE IV  
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

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**ARTICLE V**  
**CAPITAL STOCK**

The total number of shares of all classes of stock which the Corporation shall have authority to issue is Seven Thousand (7,000) shares consisting of: (i) Five Thousand (5,000) shares of common stock, par value \$.001 per share ("Common Stock") and (ii) Two Thousand Shares of Series A Preferred Stock, par value \$.001 per share ("Series A Preferred Stock").

**Provisions Relating to the Common Stock.**

1. Except as otherwise required by law, all rights to vote and all voting power shall be vested exclusively in the holders of Common Stock.

2. Subject to the rights of the holders of the Series A Preferred Stock, the holders of Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends payable in cash, stock or otherwise.

3. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, after the holders of the Series A Preferred Stock shall have been paid in full the amounts to which they shall be entitled (if any) or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests.

**A. Series A 7.3684% Preferred Stock**

1. Description and Rank. The Corporation has authorized the issuance of 2,000 shares of Series A 7.3684% Preferred Stock. The Series A Preferred Stock shall rank prior to all classes or series of equity securities of the Company, including the Common Stock.

2. Dividends. Subject to the limitations described below, holders of the Series A Preferred Stock will be entitled to receive, when, as, and if declared by the Board of Directors out of funds of the Company legally available for payment, cash dividends at a rate of 7.3684% of the Original Issue Price (as defined below) per annum on each outstanding share of Series A Preferred Stock (as adjusted for any stock dividends, combinations, splits, recapitalization and the like with respect to such shares). The "Original Issue Price" of the Series A Preferred Stock shall be \$1,000 per share. The dividends shall be payable on December 31 in each year, except that if such date is a Saturday, Sunday or legal holiday, then such dividends shall be payable on the next day that is not a Saturday, Sunday or legal holiday. Dividends will be cumulative from the date of original issuance of the Series A Preferred Stock (the "Original Issue Date") and will be payable to holders of record as they appear on the stock books of the Company on such record dates as are fixed by the Board of Directors.

3. Liquidation Rights. In case of the voluntary or involuntary liquidation, dissolution or winding up of the Company, holders of the Series A Preferred Stock will be entitled to receive the liquidation price per share equal to the Original Issue Price plus an amount equal to any accrued and unpaid dividends on the Series A Preferred Stock (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares)

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for each share of Series A Preferred Stock held by them, before any payment or distribution is made to the holders of Common Stock.

4. No Conversion or Voting Rights. The holders of Series A Preferred Stock shall not have the right to convert their Series A Preferred Stock into shares of the Company's Common Stock and the holders of the Series A Preferred Stock shall not have any voting rights, except as required by Florida law.

5. Redemption. The Series A Preferred Stock may be redeemed by the Company at any time after the Original Issuance Date but no later than the seventh year after the Original Issue Date (the "Mandatory Redemption Date"), at a price equal to the Original Issue Price plus an amount equal to any accrued and unpaid dividends on the Series A Preferred Stock (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) for each share of Series A Preferred Stock held. At any time(s) during the Redemption Period but prior to the Mandatory Redemption Date, the Company may redeem the Series A Preferred Stock, in whole or in part, upon giving the holders of the Series A Preferred Stock 30 days written notice of its intention to redeem all or a portion of the Series A Preferred Stock on a pro-rata basis among its holders. All Series A Preferred Stock so redeemed shall be cancelled and retired in such manner as may be proscribed by law and no Series A Preferred Stock so redeemed shall be reissued. The Company's ability to redeem the Series A Preferred Stock during the Redemption Period shall be subject to all limitations contained in Florida law.

#### **ARTICLE VI. PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights as set forth in Section 607.0630 of the Florida Business Corporation Act or any successor statute thereto.

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**ARTICLE VII**  
**REGISTERED OFFICE AND AGENT**

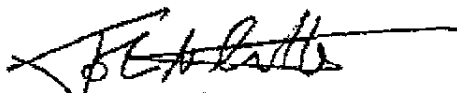
The name and street address of the initial registered of the Corporation is:

BSPA Corporate Services, Inc.  
350 East Las Olas Boulevard  
Suite 1000  
Fort Lauderdale, FL 33301

**ARTICLE VIII**  
**AMENDMENTS**

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23 day of December, 2004.

  
John Cooke, President

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept the appointment as the Registered Agent of **GREAT IRISH PUBS FLORIDA, INC.**, as made in the foregoing Articles of Incorporation, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of **GREAT IRISH PUBS FLORIDA, INC.**

Date: December 23, 2004

**BSPA CORPORATE SERVICES, INC.,**  
Initial Registered Agent

By: James L. Berger  
James L. Berger, President