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GREAT IRISH PUBS FLORIDA, INC.

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Amended & Restated Art.
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GREAT IRISH PUBS FLORIDA, INC.**

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Pursuant to Section 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of Great Irish Pubs Florida, Inc., originally filed with the Secretary of State of the State of Florida on December 29, 2004 and all amendments filed subsequent thereto, are hereby amended and restated in their entirety as of the 11th day of September 2007 as follows:

**ARTICLE I
NAME**

The name of the corporation is Great Irish Pubs Florida, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is Great Irish Pubs Florida, Inc. is 1640 East Buena Vista Drive, Lake Buena Vista, Florida 32830.

**ARTICLE III
CAPITAL STOCK**

The total number of shares of all classes of stock which the Corporation shall have authority to issue is Ten Thousand Three Hundred Sixty Four (10,364) shares consisting of: (i) Five Thousand (5,000) shares of common stock, par value \$.001 per share ("Common Stock"), (ii) Five Hundred Eighty Shares of Series A Preferred Stock, par value \$.001 per share ("Series A Preferred Stock"), (iii) Two Thousand Seven Hundred Eighty Four Shares of Series B Preferred Stock, par value \$.001 per share ("Series B Preferred Stock") and (iv) Two Thousand Shares of Series C Preferred Stock, par value \$.001 per share ("Series C 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, Series B Preferred Stock and Series C 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, Series B Preferred Stock and Series C Preferred Stock shall have been paid in full the amounts to which they shall

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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 580 shares of Series A 7.3684% Preferred 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) 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 (the "Series A Redemption Period") 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 Series A 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

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reissued. The Company's ability to redeem the Series A Preferred Stock during the Series A Redemption Period shall be subject to all limitations contained in Florida law.

B. Series B 7.3684% Preferred Stock

1. Description and Rank. The Corporation has authorized the issuance of 2,784 shares of Series B 7.3684% Preferred Stock.

2. Dividends. Subject to the limitations described below, holders of the Series B 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 B Preferred Stock (as adjusted for any stock dividends, combinations, splits, recapitalization and the like with respect to such shares). Any dividends paid on the Series B Preferred Stock shall be prior to any dividends paid on the Common Stock, but subordinated to any dividends paid on the Series A Preferred Stock. The "Original Issue Price" of the Series B Preferred Stock shall be \$1,000 per share. The dividends shall be payable on a quarterly basis on March 31, June 30, September 30 and 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 B 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 B 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 B Preferred Stock (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) for each share of Series B Preferred Stock held by them on a pari passu basis with the holders of the Series C Preferred Stock, before any payment or distribution is made to the holders of Common Stock but after any and all payments or distributions are made to the holders of the Series A Preferred Stock.

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

5. Redemption. The Series B Preferred Stock may be redeemed by the Company, at any time after the Original Issuance Date but no later than the seventh year (the "Redemption Period") after the Original Issue Date (the "Series B and C 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 B Preferred Stock (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) for each share of Series B Preferred Stock held, provided that any redemption of the Series B Preferred Stock must be made on a pro-rata basis with a redemption of the Series C Preferred Stock.

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Furthermore, the Company can not redeem the Series B Preferred Stock (and the Series C Preferred Stock) until the Series A Preferred Stock has been fully redeemed. At any time(s) during the Redemption Period but prior to the Series B and C Mandatory Redemption Date, the Company may redeem the Series B Preferred Stock and the Series C Preferred Stock, on a pro-rata basis, in whole or in part, upon giving the holders of the Series B Preferred Stock and the Series C Preferred Stock 30 days written notice of its intention to redeem all or a portion of the Series B and Series C Preferred Stock. All Series B and Series C Preferred Stock so redeemed shall be cancelled and retired in such manner as may be proscribed by law and no Series B or Series C Preferred Stock so redeemed shall be reissued. The Company's ability to redeem the Series B and Series C Preferred Stock during the Redemption Period shall be subject to all limitations contained in Florida law.

C. Series C Preferred Stock

1. Description and Rank. The Corporation has authorized the issuance of 2,000 shares of Series C Preferred Stock.

2. Dividends. The holders of the Series C Preferred Stock will not be entitled to receive any cash dividends on outstanding shares of the Company's Series C Preferred Stock.

3. Liquidation Rights. In case of the voluntary or involuntary liquidation, dissolution or winding up of the Company, holders of the Series C Preferred Stock will be entitled to receive the liquidation price per share equal to the Original Issue Price (as defined herein and adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) for each share of Series C Preferred Stock held by them, before any payment or distribution is made to the holders of Common Stock but on a pari passu basis with the holders of the Series B Preferred Stock. The "Original Issue Price" of the Series C Preferred Stock shall be \$1,000 per share.

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

5. Redemption. The Series C Preferred Stock may be redeemed by the Company at any time after the Original Issuance Date but no later than the seventh year (the "Redemption Period") after the Original Issue Date (the "Series B and C Mandatory Redemption Date"), at a price equal to the Original Issue Price (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares) for each share of Series C Preferred Stock held, provided that any redemption of the Series C Preferred Stock must be made on a pro-rata basis with a redemption of the Series B Preferred Stock. Furthermore, the Company can not redeem the Series C Preferred Stock (and the Series B Preferred Stock) until the Series A Preferred Stock has been fully redeemed. At any time(s) during Redemption Period but prior the Series B and C Mandatory Redemption Date, the Company may redeem the Series C Preferred Stock and the Series B Preferred Stock, on a pro-rata basis, in whole on in part, upon giving holders of the Series C Preferred Stock and the Series B Preferred Stock 30

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days written notice of its intention to redeem all or a portion of the Series C and Series B Preferred Stock. All Series C and Series B Preferred Stock so redeemed shall be cancelled and retired in such manner as may be proscribed by law and no Series B or Series C Preferred Stock so redeemed shall be reissued. The Company's ability to redeem the Series C and Series B Preferred Stock during the Redemption Period shall be subject to all limitations contained in Florida law.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 515 East Park Avenue, Tallahassee, Florida 32301. The name of the Corporation's registered agent at that office is Corp Direct Agents, Inc.

ARTICLE V
PREEMPTIVE RIGHTS

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

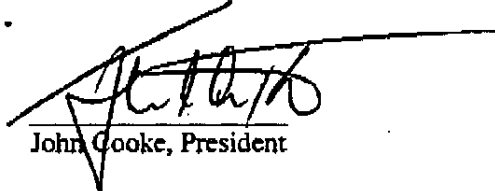
ARTICLE VI
AMENDMENTS

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

The foregoing Amended and Restated Articles of Incorporation were adopted on September 10, 2007 pursuant to written consent of the Board of Directors and Shareholders of the Corporation pursuant to the provisions of the Florida Business Corporation Act. The number of votes cast for the amendment and restatement was sufficient for approval.

[Signature on the following page]

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on September 11, 2007.



John Cooke, President

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