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**NUSSBAUM & NUSSBAUM**  
ATTORNEYS AT LAW

1881 EXECUTIVE CENTER DRIVE, SUITE 102  
JACKSONVILLE, FLORIDA 32207

WILLIAM NUSSBAUM  
BOARD CERTIFIED REAL ESTATE LAWYER  
MARY STEPHENSON NUSSBAUM

TELEPHONE  
19041398-1148  
FACSIMILE 19041398-1819

March 4, 1996

Secretary of State  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee FL 32314

800001792818  
-03/05/96--01092--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Kim Long, Inc.

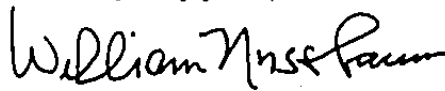
Gentlemen or Ladies:

Enclosed are Articles of Incorporation for the above corporation, together with my statement of acceptance of appointment as registered agent.

My office account check for \$78.75 is enclosed for the filing fee, designation of registered agent, and for a certificate of status. Please file these and then send to this office your notice of filing and a certificate of status.

Thank you for attending to this for me.

Very truly yours,



William Nussbaum

WN/  
encl.  
cc: client

MAR 7 1996.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 MAR -5 PM 1:18

FILED

BSA

**ARTICLES OF INCORPORATION**

**KIM LONG, INC.**

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The undersigned subscriber, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is KIM LONG, INC.

**ARTICLE II**  
**CORPORATE EXISTENCE**

The existence of this corporation shall commence on the signing of these Articles of Incorporation and shall exist perpetually thereafter, unless sooner dissolved according to law.

**ARTICLE III**  
**PURPOSE**

The general nature of the business to be transacted by this corporation is to own and operate a restaurant (including the sale of beer and wine) at one or more locations, and for the purpose of transacting any and all other lawful business or businesses as the stockholders may decide.

**FILED**  
96 APR -5 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE IV**  
**PRINCIPAL OFFICE**

The address and principal office of this corporation is 1319 Rogero Road,  
Jacksonville, FL 32211.

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

The maximum number of shares of stock that this corporation is authorized to have  
outstanding at any one time is 500 shares of capital stock having a nominal or par value  
of \$1.00 per share.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1851  
Executive Center Drive, Suite 102, Jacksonville, Florida 32207, and the name of the  
initial registered agent of this corporation at that address is William Nussbaum.

**ARTICLE VII**  
**MANAGEMENT**

The business and activities of this corporation shall be managed by the stock-  
holders of the corporation, and this corporation shall have no Board of Directors.

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the person signing these Articles is: William Nussbaum,  
1851 Executive Center Drive, Suite 102, Jacksonville, Florida 32217.

**ARTICLE IX**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.  
Every amendment shall be approved at a stockholder's meeting by a majority of the stock  
entitled to vote thereon, unless all of the stockholders sign a written statement mani-  
festing their intention that a certain amendment of these Articles of Incorporation be  
made.

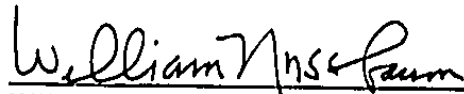
**IN WITNESS WHEREOF**, the undersigned subscriber has executed these  
Articles of Incorporation this 4th day of March, 1996.

  
WILLIAM NUSSBAUM

**FILED**  
96 MAR -5 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**REGISTERED AGENT'S ACCEPTANCE**

I, WILLIAM NUSSBAUM, having been named as the initial registered agent of KIM LONG, INC., do hereby accept said appointment, and state that I am familiar with and accept the obligations of that position as set forth in § 607.0501(3), Florida Statutes, 1995.



WILLIAM NUSSBAUM  
REGISTERED AGENT  
1851 Executive Center Drive  
Suite 102  
Jacksonville, Florida 32207

March 4th, 1996