

P 970000 20992

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: The Clubhouse Restaurant

and Sports Lounge,
Inc.

Capital Express™
Art. of Inc. File _____
Corp. Record Search _____
Ltd. Partnership File _____
Foreign Corp. File _____
() Cert. Copy(s) _____

Art. of Amend. File _____
Dissolution/Withdrawal _____
C U S- _____
Fictitious Name File _____

Name Reservation _____
Annual Report/Reinstatement ***\$122.50 ***\$122.50
Reg. Agent Service _____
Document Filing _____

Corporate Kit _____
Vehicle Search _____
Driving Record _____
Document Retrieval _____

UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
File No.'s, _____ Copies
Courier Service _____
Shipping/Handling _____
Phone () _____
Top Priority _____
Express Mail Prep. _____
FAX () _____ pgs.

SUBTOTALS _____

FEE.....\$
DISBURSED.....\$
SURCHARGE.....\$
TAX on corporate supplies.....\$
SUBTOTAL.....\$
PREPAID.....\$
BALANCE DUE.....\$

RECEIVED
97 MAR -7 AM 9:53
DIVISION OF CORPORATION

MAR 7 1997

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY BAR _____

WALK-IN 3/2/1100
Will Pick Up

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF

THE CLUBHOUSE RESTAURANT AND SPORTS LOUNGE, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: THE CLUBHOUSE RESTAURANT AND SPORTS LOUNGE, INC.

The principal place of business of this corporation shall be: 7815 Blind Pass Road
St. Pete Beach, FL 33706

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the state of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock having a par value of \$1.00 per share. The Board of Directors is authorized to issue "Section 1244 Stock" as defined by Section 1244 of the Internal Revenue Code.

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually, unless dissolved according to Florida Law.

ARTICLE V OFFICERS & DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Officers and Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The name and street address of the initial Officer(s) and Director(s) of the Corporation are:

Chris Lonardo
President/Director

7747 Hasting Court
St. Petersburg, FL 33709

Robert Lonardo
Director

9495 Blind Pass Road, #1001
St. Pete Beach, FL 33706

FILED
97 MAR -7 AM 11:40
TALLAHASSEE, FLORIDA

ARTICLE VI INCORPORATORS

The name and street address of the incorporator(s) to these Articles of Incorporation is:

Chris Lonardo
7747 Hasting Court
St. Petersburg, FL 33709

Robert Lonardo
9495 Blind Pass Road, #1001
St. Pete Beach, FL 33706

ARTICLE VII REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation shall be: 7747 Hasting Court
St. Petersburg, FL 33709

The name of the initial registered agent of the corporation, who shall hold office the first year of the corporation's existence or until their successor is elected, is: Chris Lonardo

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4TH day of MARCH, 19 97.

Signature of Incorporator(s)

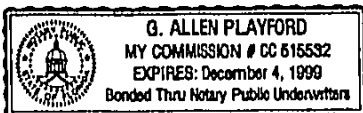
Chris Lonardo
Robert Lonardo

STATE OF FLORIDA
COUNTY OF PINELLAS.

THE FOREGOING instrument was acknowledged and sworn to before me this 4TH day of MARCH, 19 97, by Chris Lonardo and Robert Lonardo
(Name of incorporators)
of THE CLUBHOUSE RESTAURANT AND SPORTS LOUNGE, INC.
(Name of Corporation)

Notary Public


G. Allen Playford
My Commission Expires: 12/4/99




CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: THE CLUBHOUSE
RESTAURANT AND SPORTS LOUNGE, INC.
2. The name and address of the registered agent and office is: Chris Lonardo, 7747 Hasting Court
(P.O. BOX NOT ACCEPTABLE)
St. Petersburg, FL 33709
(CITY/STATE/ZIP)

SIGNATURE 
(CORPORATE OFFICER)
TITLE PRESIDENT
DATE 4 march 97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE 
DATE 4 march 97

FILED
97 MAR -7 AM 11:40
TALLAHASSEE, FLORIDA