

997000025530

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)221-0870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Sports Cafe of
 Palm Harbor, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

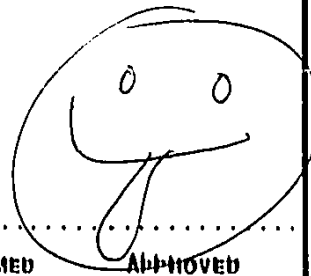
State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISC.
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Ffile		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Ffile		
<input checked="" type="checkbox"/> Foreign Corp. Ffile		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Ffile		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Holdings Trans Ffile		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Statement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Billing Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Ffile		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> Ffile No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX ()		

subtotals	
fee	
disburse	
initial fee	
TAX on corporate supplies	
sub total	
prepaid	
balance due	

FILED
 97 MAR 21 AM 11:27
 TALLAHASSEE, FLORIDA

MAR 21 1997



REQUEST TAKEN CONFIRMED APPROVED
 DATE 3/21/97
 TIME 9:30
 BY CD

WALK-IN
 Will Pick Up _____

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

FILED
97 MAR 21 AM 11:27
DALLAS COUNTY FLORIDA

**ARTICLES OF INCORPORATION
OF
SPORTS CAFE OF PALM HARBOR, INC.**

The undersigned, 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 is SPORTS CAFE OF PALM HARBOR, INC.

ARTICLE II

Duration

The duration of the corporation is perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock which shall be designated common shares.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4946 Klosterman Oaks Court, Palm Harbor, Florida, and the name of the initial registered agent at such address is Angel Lousararian. Corporate Mailing Address same as registered agent.

ARTICLE VI

Management of Corporation by Stockholders

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction, of the Shareholders.

ARTICLE VII

Incorporators

The name and address of the person signing these Articles is:

ANGEL LOUSARARIAN
4946 Klosterman Oaks Court
Palm Harbor, FL 34683

STEVE LOUSARARIAN
4946 Klosterman Oaks Court
Palm Harbor, FL 34683

ARTICLE VIII

Amendments

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has Executed these Articles of Incorporation this 20th day of March, 1997.

Witnesses:

Susan C. McGuirk
SUSAN C. MCGUIRK

Angel Louсарarian
ANGEL LOUSARARIAN

Kathleen J. Karn
KATHLEEN J. KARN

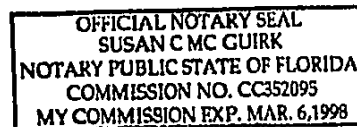
Steve Louсарarian
STEVE LOUSARARIAN

STATE OF FLORIDA)

COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 20th day of March, 1997, by ANGEL LOUSARARIAN AND STEVE LOUSARARIAN, who are personally known to me.

Susan C. McGuirk
SUSAN C. MCGUIRK
Notary Public



FILED

97 MAR 21 AM 11: 27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

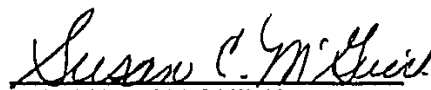
ACCEPTANCE OF RESIDENT AGENT

I agree as Resident Agent to accept Service of Process: to keep the office open during prescribed hours; to post my name and any other officers of said corporation authorized to accept service of process at the Florida designated address of 4946 Klosterman Oaks Court, Palm Harbor, Fl 34683, in some conspicuous place in the office as required by Law.


ANGEL LOUSARARIAN

STATE OF FLORIDA)
COUNTY OF PINELLAS)

SUBSCRIBED AND SWORN to before me on this 20th day of March, 1997.


SUSAN C. MCGUIRK
Notary Public

OFFICIAL NOTARY SEAL
SUSAN C MCGUIRK
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC352095
MY COMMISSION EXP. MAR. 6, 1998