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From:

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FLORIDA PROFIT/NON PROFIT CORPORATION

Sports Pub Association, Inc.

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ARTICLES OF INCORPORATION
FOR
SPORTS PUB ASSOCIATION, INC.

The undersigned incorporator of Sports Pub Association, Inc., for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of this Corporation is: Sports Pub Association, Inc.

ARTICLE II
ADDRESS

The street address of the initial principal office and the mailing address of this Corporation shall be:

100 North Tampa Street
Suite 4100
Tampa, Florida 33602

ARTICLE III
DURATION AND COMMENCEMENT

The Corporation will exist perpetually, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE IV
PURPOSE

The Corporation is organized and shall be operated exclusively for the purposes of serving the common business interests of, and improving the business conditions of, restaurant franchisee members by providing professionals with information and networking opportunities in order to facilitate economic empowerment. To these ends, the Corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes and that are not specifically prohibited to corporations under the laws of the State of Florida or of the United States, or Article VI of these Articles.

ARTICLE V
MEMBERS

The qualifications, rights and the manner for admission of members of the Corporation shall be as specified in the Bylaws.

ARTICLE VI
PROHIBITED ACTIVITIES

No part of the net earnings of this Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation as set forth in Article IV of these articles.

ARTICLE VII
DIRECTORS

The directors of the Corporation shall be elected in the manner set forth in the Bylaws.

ARTICLE VIII
BYLAWS

The Bylaws of the Corporation shall be adopted by the Board of Directors.

ARTICLE IX
AMENDMENTS

An amendment to these articles may be proposed by any member of the Board of Directors. Amendments shall be adopted by the Board of Directors by the affirmative vote of at least a majority of the directors then in office.

ARTICLE X
INITIAL REGISTERED OFFICE AND AGENT

The address, including street and number of the Corporation's initial registered office is 100 North Tampa Street, Suite 4100, Tampa, Florida 33602, and the name of its initial registered agent at such address is Stacy D. Blank.

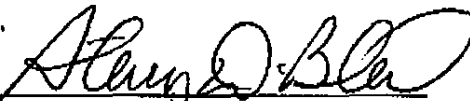
ARTICLE XI
INCORPORATOR

The name and address of the incorporator of the corporation is:

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Stacy D. Blank
100 North Tampa Street
Suite 4100
Tampa, Florida 33602

DATED this 27th day of October, 2007.



Stacy D. Blank, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That SPORTS PUB ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 100 North Tampa Street, Suite 4100, Tampa, Florida 33602, has named Stacy D. Blank as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Not For Profit Corporation Act, and am familiar with, and accept, the obligations of that position.

Dated this 23rd day of October, 2007.


Stacy D. Blank, Registered Agent

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