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SECRETARY OF STATE
TALLAHASSEE, FL



P00000059743

May 24, 2000

Corporate Records Bureau
Division of Corporation
Department of State
P.O. Box 6327
Tallahassee, FL 32301

RE: Copa Banana, Inc.

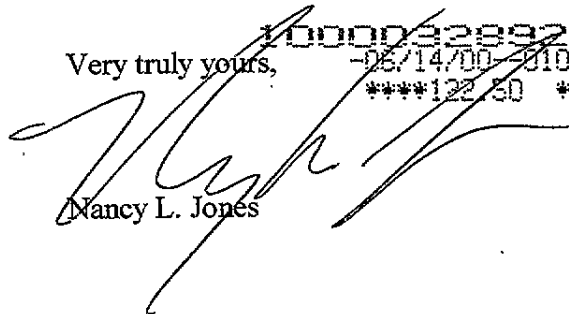
Dear Sir or Madam:

I am enclosing herewith the original and a copy of the proposed Articles of Incorporation for the new corporation to be known as Copa Banana, Inc., together with my check in the amount of \$122.50 for the filing fee, certification of copy and designation of registered agent.

Also enclosed herewith, please find the original and a copy of the certificate designating place of business of the corporation and the acceptance of the designation as registered agent.

I respectfully request that you file these Articles of Incorporation and return a certified copy to me.

Very truly yours,


Nancy L. Jones

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-06/14/00-01084--003
****122.50 ****78.75

NLJ/sm
Enclosures

Instruction notice sent
for RA acceptance.

OK 6/20

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

COPA BANANA, INC.

The undersigned, for purposes of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE: NAME

The name of the corporation is COPA BANANA, INC.

ARTICLE TWO: CORPORATE DURATION

The duration of the corporation is perpetual and shall commence upon filing.

ARTICLE THREE: PURPOSE OR PURPOSE

The general purpose for which the corporation is organized are:

1. Engage in the business of restaurant and tavern.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors or the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR: CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of Two Thousand Dollar (\$2,000.00) per share.

ARTICLE FIVE: REGISTERED AGENT

The street address of the initial registered office of the corporation is 651 Clara Avenue, Panama City Beach, Florida 32407, and the name of its initial registered agent at such address, is Cole R. Ward.

ARTICLE SIX: DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two. The name and address of each person who is to serve as a member of the initial board of directors is:

Cole R. Ward, 651 Clara Avenue, Panama City Beach, FL 32407

Tammy Schoener, 651 Clara Avenue, Panama City Beach, FL 32407

ARTICLE SEVEN: INCORPORATORS

The name and address of each incorporator is:

Cole R. Ward, 651 Clara Avenue, Panama City Beach, FL 32407

EXECUTED by the undersigned at Panama City, Bay County, Florida, on the 8 day of June, 2000.



COLE R. WARD

STATE OF FLORIDA

COUNTY OF BAY

The foregoing instrument was acknowledged before me this 8th
day of June, 2000, by Cole R. Ward, who is personally
known to me or produced Ohio Driver's License as
identification.

Susan Andelyn Harvey
NOTARY PUBLIC



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR SECRETARY OF STATE
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA TALLAHASSEE, FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED FOR
COPA BANANA, INC.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That COPA BANANA, INC., desiring to organize and qualify under the laws of the State of Florida, with its principle place of business at 651 Clara Avenue, Panama City Beach, Florida 32407, has named Cole R. Ward, located at 651 Clara Avenue, Panama City Beach, Florida 32407, as its agent to accept service of process within Florida.

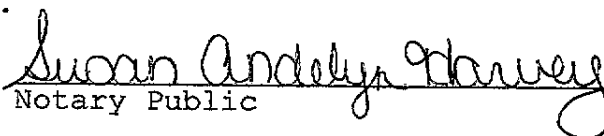
DATED this 8 day of June, 2000.



COLE R. WARD, President/Registered Agent
I hereby accept the designation as
registered agent.

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME personally appeared COLE R. WARD, on 6/8, 2000, who after first being duly sworn and cautioned, states that he has read the foregoing and that it is true and accurate to the best of his knowledge and belief and that he is signing same as President of Copa Banana, Inc.



Notary Public

