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MICHAEL L. BREWER

Attorney at Law

500 Canal Street, New Smyrna Beach, Florida 32168

(904) 423-5504

Telecopier: (904) 423-8370

October 2, 2000

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

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-10/04/00--01080--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Billy's Tap Room at Skyline, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is check number 8199 made payable to the Secretary of State in the amount of Seventy-eight Dollars and 75/100's (\$78.75) for the following:

1. Filing Fee	\$ 35.00
2. Certificate of Registered Agent	\$ 35.00
3. Certified copy of Corporate Charter	\$ 8.75
Total	\$ 78.75

Upon filing the original, please certify the copy and return same to the undersigned in the envelope provided for your convenience.

Sincerely,



Michael L. Brewer, Esq.

MLB/mlv

00 OCT-4 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

R. CHESNER OCT 5 2000

ARTICLES OF INCORPORATION

OF

BILLY'S TAP ROOM AT SKYLINE, INC.

ARTICLE I - NAME

The name of this corporation is BILLY'S TAP ROOM AT SKYLINE, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated "Common Stock".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE, AGENT  
AND PRINCIPAL OFFICE

The street address of the initial principal office and registered office of this corporation is 2004 North Dixie Freeway, New Smyrna Beach, Florida and the name of the initial registered agent of this corporation at that address is GILBERT W. NOELL, JR.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The names and addresses of the members of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
FRED MERKLE	822 Sawgrass Lane New Smyrna Beach, FL 32168
MARION T. MERKLE	822 Sawgrass Lane New Smyrna Beach, FL 32168
GILBERT W. NOELL, JR.	172 Riverside Drive Ormond Beach, FL 32176

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JACQUELYN T. NOELL

172 Riverside Drive  
Ormond Beach, FL 32176

ARTICLE VIII - INCORPORATORS

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

NAME

ADDRESS

GILBERT W. NOELL, JR.

172 Riverside Drive  
Ormond Beach, FL 32176

ARTICLE IX INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

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 shareholders is subject to this reservation.

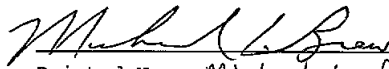
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2<sup>nd</sup> day of October, 2000.

  
GILBERT W. NOELL, JR.

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 2nd day of October, 2000, by GILBERT W. NOELL, JR., who is personally known to me.



 (SEAL)  
Printed Name: Michael L. Brewer  
Notary Public  
Commission # CC 680728  
My commission expires: 12/12/2001

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

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

First -- BILLY'S TAP ROOM AT SKYLINE, INC., desiring to  
organize under the laws of the State of Florida, with its principal  
office, as indicated in the Articles of Incorporation at City of  
New Smyrna Beach, County of Volusia, State of Florida, has named  
GILBERT W. NOELL, JR., located at 2004 North Dixie Freeway, City of  
New Smyrna Beach, County of Volusia, State of Florida, as its agent  
to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above  
stated corporation, at place designated in this certificate, I  
hereby agree to act in this capacity, and agree to comply with the  
provisions of said Act relative to keeping open said office.

By: Gilbert W. Noell, Jr.  
GILBERT W. NOELL, JR.

Filing Fee \$35.00

FILED  
00 OCT -4 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA