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ROBERT T. MAHER, ESQ.

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November 2, 2000

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

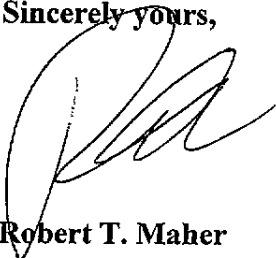
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122.50 **78.75

RE: Wally's Waterfront, Inc.

Dear Madam or Sir:

Enclosed is the Articles of Incorporation for the above named for profit corporation together with my check in the amount of \$122.50 for the filing fee, registered agent designation fee and certified copy fee.

Sincerely yours,



Robert T. Maher

RTM/taw

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

WALLY'S WATERFRONT, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is WALLY'S WATERFRONT, INC.

ARTICLE II. PRINCIPAL OFFICE.

**The principal place of business and mailing address of this corporation are 3442
Marinatown Lane, North Fort Myers, Florida 33903.**

ARTICLE III. CAPITAL STOCK.

**The number of shares of stock that this corporation is authorized to have
outstanding at any one time is 1000, \$1.00 par value.**

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

**The name and address of the initial registered agent are Tiffany Winkelsas, 1601
Jackson Street, Suite 201, Fort Myers, Florida 33901.**

ARTICLE V. INCORPORATORS.

**The name and street address of the incorporator of these articles of incorporation
is Tiffany Winkelsas, 1601 Jackson Street, Suite 201, Fort Myers, Florida 33901.**

ARTICLE VI. PURPOSE

**The purpose of the corporation is to engage in restaurant and food service business
and any other lawful business activity.**

ARTICLE VII. INDEMNIFICATION

**The corporation shall indemnify each officer and director to the fullest extent
permitted by Chapter 607, Fla. Stat.**

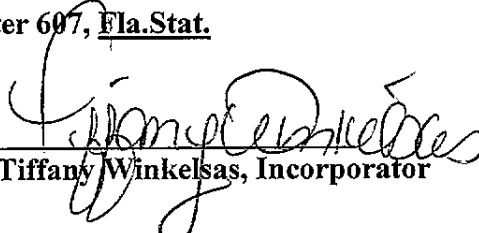
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TALLAHASSEE, FLORIDA

ARTICLE VIII. BY-LAWS

The power to enact, adopt, alter , repeal or amend by-laws shall be vested in the Board of Directors.

ARTICLE IX. DIRECTORS

There shall be one initial Director, who shall be Walter Pierrot, 3442 Marinatown Lane, North Fort Myers, Florida 33903. The shareholders of the corporation shall have the right to increase or decrease the number of directors by vote of a simple majority of the shareholders at a duly authorized shareholder meeting. Directors shall be elected by the shareholders in the manner set forth in Chapter 607, Fla.Stat.


Tiffany Winkelsas, Incorporator

DESIGNATION OF REGISTERED AGENT

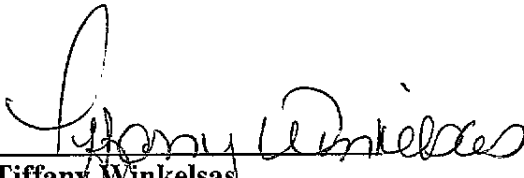
Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is Wally's Waterfront, Inc.
2. The name of the registered agent is Tiffany Winkelsas.
3. The address of the registered agent/registered office is 1601 Jackson Street, Suite 201, Fort Myers, Florida 33901.

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to

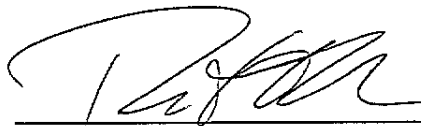
act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Tiffany Winkelsas
Date: 10/30/00

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized by law in the state and county aforesaid to take acknowledgments, personally appeared Tiffany Winkelsas, to me well known and known to be the person described in and who executed the above and foregoing instrument and she acknowledged before me that she executed same as her free and voluntary act and deed for the uses and purposes therein expressed.

WITNESS, my hand and official seal in the State and County aforesaid this 30th day of October, 2000.



 Robert T Maher
My Commission CC689844
Expires October 19, 2001

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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