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Robert T. Gilligan
Attorney at Law

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SUITE 116
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TELEPHONE: 584-1998

November 15, 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
-00 NOV 20 AM 10:39

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

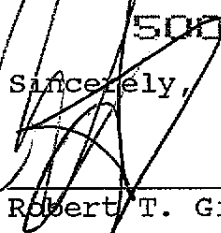
RE: BERT'S BACKYARD ON THE BEACH, INC.

Gentlemen:

For the purpose of causing incorporation of the captioned entity, I enclose original and one copy of the Articles of Incorporation and my draft of \$122.50 in payment of the following costs:

Filing Fee	\$35.00
Resident Agent Designation	35.00
Certified Copy of Articles	52.50
	<u>\$122.50</u>

At your earliest convenience, please provide the undersigned with a certified copy of the Articles.

Sincerely,

Robert T. Gilligan

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RTG
Encl

11/27/00

**ARTICLES OF INCORPORATION
OF
BERT'S BACKYARD ON THE BEACH, INC.**

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THIS IS TO CERTIFY that we, the undersigned, do hereby associate ourselves into a corporation for profit under the general laws of the State of Florida, and do hereby certify that:

ARTICLE I

The name of the corporation is BERT'S BACKYARD ON THE BEACH, INC.

ARTICLE II

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

ARTICLE III

This corporation is organized for the purpose of engaging in all activities and business endeavors permitted and legal under the laws of the State of Florida.

ARTICLE IV

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

ARTICLE V

The principal place of business and mailing address of the corporation is 922 NE 26th Avenue, Hallandale, FL 33009.

ARTICLE VI

This corporation shall have two (2) director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws.

ARTICLE VII

The names and addresses of the members of the initial Board of Directors of this corporation are: James B. Sonnier, 922 NE 26th Avenue, Hallandale, FL 33009; David Caldwell, 922 NE 26th Avenue, Hallandale, FL 33009.

ARTICLE VIII

The names and addresses of the incorporators of these Articles of Incorporation are James B. Sonnier, 922 NE 26th Avenue, Hallandale, FL 33009; David Caldwell, 922 NE 26th Avenue, Hallandale, FL 33009.

ARTICLE IX

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

ARTICLE X

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and all rights herein conferred upon the shareholders are subject to this reservation.


ARTICLE XI

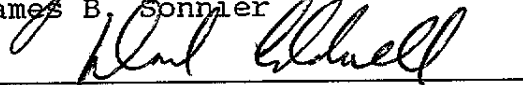
The amount of paid-in capital with which the corporation shall begin business has and shall not be less than Five Hundred Dollars (\$500.00), to be paid either in cash, merchandise, real estate, machinery or services as may be determined by the Board of Directors, and the total amount of shares of stock authorized to be issued by this corporation shall be one hundred shares (100) having no par value.

ARTICLE XII

The name and address of the initial registered agent is James B. Sonnier, 922 NE 26th Avenue, Hallandale, FL 33009.

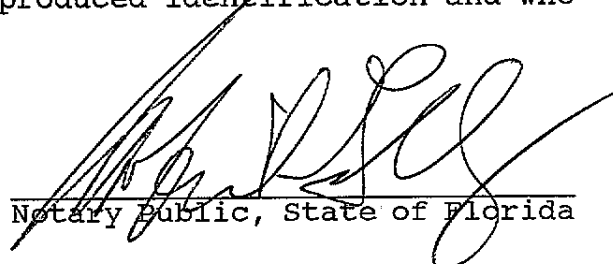
IN WITNESS WHEREOF, We have hereunto subscribed our hands and seals this 15th day of November, 2000.


James B. Sonnier

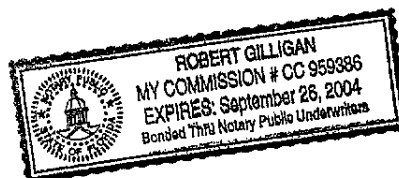

David Caldwell

STATE OF FLORIDA }
 }
COUNTY OF BROWARD }

The foregoing instrument was acknowledged before me this 15th day of November, 2000, by James B. Sonnier and David Caldwell, who are known to me personally or have produced identification and who did take an oath.


Notary Public, State of Florida

My Commission expires:



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SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF DESIGNATION

00 NOV 20 AM 10:39

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is Bert's Backyard on the Beach, Inc..
2. The name and address of the registered agent and office is James B. Sonnier, 922 NE 26th Avenue, Hallandale, FL 33009.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.


RESIDENT AGENT

Dated: November 15, 2000