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December 21, 2000

MARK A. PERRY
KEITH D. KERN

REAL ESTATE PARALEGAL
MICHELLE D. EDWARDS

LEGAL ASSISTANTS
KATHLEEN H. FARNHAM
JENNIFER L. TORRENCE

Florida Department of State
Division of Corporations
403 E. Gaines St.
P.O. Box 6327
Tallahassee, FL 32314

Re: BROGUES, INC.

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-12/27/00--01031--019
*****78.75 *****78.75

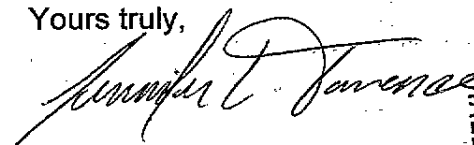
Ladies and Gentlemen:

Enclosed herewith please find an original and one photocopy of the Articles of Incorporation regarding the above-referenced corporation. Also enclosed is check number 18312 in the amount of \$78.75 representing \$35.00 filing fee, \$8.75 certified copy fee, and \$35.00 designation.

If everything appears to be in order, please file the Articles and return a certified copy to this office using the pre-addressed envelope provided herewith for your convenience.

If you should have any questions, please do not hesitate to contact me. Your assistance in this matter is greatly appreciated.

Yours truly,



Jennifer L. Torrence
Assistant to Keith D. Kern

:jlt
Enclosures

FILED
00 DEC 26 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
BROGUES, INC.**

FILED
00 DEC 26 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is BROGUES, INC.

ARTICLE II - PRINCIPAL OFFICE/MAILING ADDRESS

The principal office and mailing address of this corporation is 621 NE 7th Avenue, Delray Beach, FL 33483.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue is ONE THOUSAND (1000), which shares shall be common stock having a one dollar (\$1.00) par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 50 S.E. 4th Avenue, Delray Beach, Florida 33483, and the name of the initial registered agent of this corporation at that address is Keith D. Kern, Esq.

ARTICLE V - INCORPORATOR

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

Patrick Kinsella, 621 NE 7th Avenue, Delray Beach, FL 33483.

ARTICLE VI - PURPOSE

The general nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, namely:

A. To engage in the dispensing of alcoholic beverages and food, operating as a bar and restaurant, and generally to purchase or otherwise acquire restaurants and taverns, and to own, hold, lease, rent, or sell such business or businesses.

B. To carry on any other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the above, or calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its properties and buildings and to have, enjoy and exercise all of the rights, powers and privileges which are now, or which may hereafter be conferred upon corporations organized under the same statutes as this corporation.

C. To engage in or conduct any lawful business permitted by the laws and statutes of the State of Florida.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors of this corporation, who shall serve until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Patrick Kinsella	621 NE 7 th Avenue, Delray Beach, FL 33483.

ARTICLE VIII- INITIAL OFFICERS

The name and address of the initial Officers of this corporation, who shall serve until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Patrick Kinsella	President, Secretary/Treasurer
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ARTICLE IX - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE XI - INDEMNIFICATION

This corporation may be empowered to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

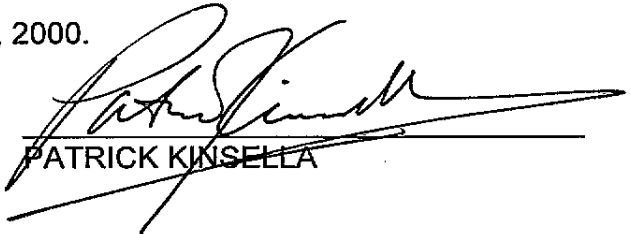
ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII - INFORMAL ACTION

If all of the directors or shareholders severally or collectively consent in writing to any action taken or to be taken by this corporation, and the writings evidencing their consent are filed with the Secretary of this corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors or Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20 day of December, 2000.


PATRICK KINSELLA

Having been named as registered agent for the above-named corporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes, this 20 day of December, 2000.


KEITH D. KERN
Registered Agent

FILED
00 DEC 26 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA