

LAW OFFICES

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Leonard S. Englander 1,2
H. James Fischer
Terry L. Hirsch
William K. Bennett 3
Mark M. Wall

1 Board Certified Business
Litigation Lawyer
2 Also Licensed in Colorado
3 Certified Mediator

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January 2, 2001

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

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-01/04/01--01061--002
*****78.75 *****78.75

Re: Incorporation of **Bubba's Bar & Grill, Inc.**

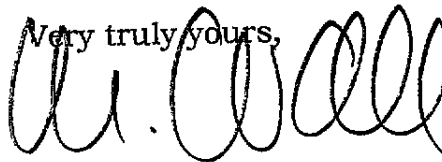
Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for my client, **Bubba's Bar & Grill, Inc.** along with my firm's check in the amount of \$78.75 for the minimum charter tax, filing, certified copy and registered agent fees.

Please return the certified copy and confirmation letter to my attention.

Thank you for your assistance and please do not hesitate to contact me with any questions or concerns.

Very truly yours,



Mark M. Wall

MMW/jh
Enclosures

FILED
01 JAN -4 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

19.01

ARTICLES OF INCORPORATION

OF

**Bubba's Bar & Grill, Inc.,
a Florida corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

- 1.1. The name of the corporation is Bubba's Bar & Grill, Inc.

ARTICLE II

Duration

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

ARTICLE III

Purpose

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

ARTICLE IV

Capital Stock

4.1 This corporation is authorized to issue 7500 shares of stock of \$1.00 par value common stock.

ARTICLE V

Preemptive Rights

5.1 Should the capital stock be increased at any time, the stockholders of each class at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

ARTICLE VI

Initial Registered Office and Agent

6.1 The street address of the initial registered office of this corporation is 721 1st Avenue North, St. Petersburg, Florida, 33701, and the name of the initial registered agent of this corporation is Mark M. Wall, Esq.

ARTICLE VII

Principal Office and Mailing Address

7.1 The initial principal office of this corporation is located at 18139 Commercial Way, Brooksville, FL 34614 and the corporation's initial mailing address is 49 Serbian Belflower Trail, Palm Coast, Florida 32164.

ARTICLE VIII

Initial Board of Directors

- 8.1 This corporation shall have two (2) directors.
- 8.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).
- 8.3 The names and addresses of the initial directors of this corporation are :

CRAIG MYLES
49 Serbian Belflower Trail
Palm Coast, FL 32164

TIA MYLES
49 Serbian Belflower Trail
Palm Coast, FL 32164

ARTICLE IX

Incorporators

9.1 The name and address of the person signing these Articles is:

MARK M. WALL, ESQ.
ENGLANDER & FISCHER, P.A.
721 1st Avenue N.
St. Petersburg, FL 33701

ARTICLE X

Indemnification

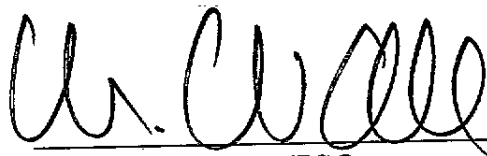
10.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE XI

Amendment

11.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

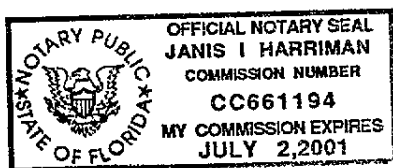
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on January 2, 2001.


MARK M. WALL, ESQ.

STATE OF FLORIDA §
COUNTY OF PINELLAS §

BEFORE ME, the undersigned authority duly authorized to take acknowledgements and administer oaths, personally appeared MARK M. WALL, who is personally known to me and who did take an oath. He, who after first being duly sworn, deposes and says that he has read the foregoing **Articles of Incorporation of Bubba's Bar & Grill, Inc., a Florida corporation** and the matters and things contained therein are true and correct to the best of his knowledge and belief and that the execution of the foregoing is a free act and deed.

WITNESS my hand and official seal at Pinellas County and State aforesaid, this 2nd day of January, 2001.



Janis I. Harriman
Notary Public
Commission No. CC661194
Janis I. Harriman
(Name of Notary typed, printed or stamped)

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for **Bubba's Bar & Grill, Inc.**, at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.

Mark M. Wall
MARK M. WALL, ESQ.

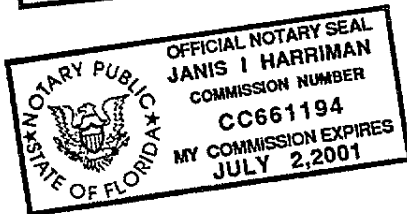
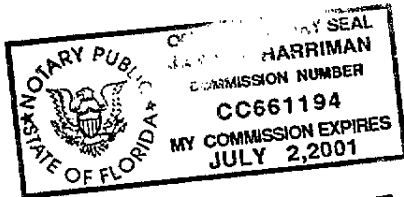
STATE OF FLORIDA §
COUNTY OF PINELLAS §

BEFORE ME, the undersigned authority duly authorized to take acknowledgements and administer oaths, personally appeared MARK M. WALL, who is personally known to me and who did take an oath. He, who after first being duly sworn, deposes and says that he has read the foregoing **Consent of Registered Agent** and the matters and things contained therein are true and correct to the best of his knowledge and belief and that the execution of the foregoing is a free act and deed.

WITNESS my hand and official seal at Pinellas County and State aforesaid, this 2nd day of January, 2001.

Janis I. Harriman
Notary Public
Commission No.

Janis I. Harriman
(Name of Notary typed, printed or stamped)



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