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January 2, 2001

Florida Department of State
Division of Corporations
New Filing Section
409 E. Gaines Street
Tallahassee, Florida 32399

FILED
01 JAN - 8 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Articles of Incorporation - Cancun's of Destin, Inc.

Dear Sir or Madam:

Enclosed are the original Articles of Incorporation for Cancun's of Destin, Inc., together with the acceptance of David B. Pleat as Registered Agent. Also enclosed is a check in the amount of \$78.75 to cover the costs of incorporation. Please feel free to call me if you have any questions.

Sincerely,

David B. Pleat

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*****78.75 *****78.75

DBP/tdt
Enclosures

ARTICLES OF INCORPORATION
OF
CANCUN'S OF DESTIN, INC.

FILED
01 JAN -8 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act and providing for the formation, rights, and privileges of corporations for profit, hereby adopts the following Articles of Incorporation for such corporation;

ARTICLE I
NAME

The name of the corporation shall be **CANCUN'S OF DESTIN, INC.**, and its principal place of business shall be in the county of Walton, Florida, but it shall have the power and authority to establish branch offices at such places as may be designated by the Board of Directors.

ARTICLE II
DURATION

The period of duration for this Corporation is perpetual.

ARTICLE III
PURPOSE

The purpose of the Corporation is to engage in the restaurant business and any other business as permitted under the laws of the United States and the State of Florida, and to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes herein set forth.

ARTICLE IV
CAPITAL STRUCTURE

The corporation shall have authority to issue one hundred (100) shares of common stock, all of one class, one dollar (\$1.00) par value per share.

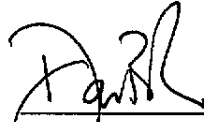
ARTICLE V
PRINCIPAL OFFICE

The principal office of this Corporation shall be located in Destin, Walton County, Florida, and the post office address of said principal office of the Corporation shall be 12889 Emerald Coast Parkway, Suite 114B, Destin, Florida 32550. The mailing address shall be the same.

ARTICLE VI
INITIAL REGISTERED OFFICE

The street address of the initial Registered Office is 4477 Legendary Drive, Suite 202, Destin, Florida 32541, and the name of the initial Registered Agent at said address is David B. Pleat, Esq.

I hereby accept the appointment as Registered Agent and am familiar with the duties and responsibilities as Registered Agent of said corporation.



David B. Pleat, Esq.

ARTICLE VII
BOARD OF DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors, subject to the By-Laws of the Corporation. The number of directors constituting the initial Board of Directors, who shall hold office until their successors are elected and have qualified, is one whose name and address is:

Name

Address

Jean Pierre Perez

1569 Meadowbrook Court, Niceville, Florida 32578

ARTICLE VIII
INCORPORATOR

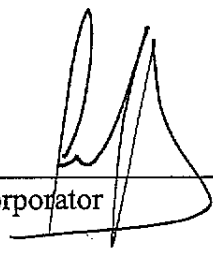
The name and address of the incorporator is:

Name

Address

Jean Pierre Perez

1569 Meadowbrook Court, Niceville, Florida 32578

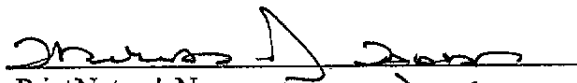


Signature of Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME the undersigned authority, personally appeared Jean Pierre Perez, who produced _____ as identification or who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and who did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, at Destin in said County and State this 2nd day of January, 2001.


Print Notary's Name: Theresa D. Toolan
Notary Public, State of Florida



Theresa D. Toolan
MY COMMISSION # CC681302 EXPIRES
September 16, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
01 JAN -8 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA