KAY J. McGUCKEN, P.A. ATTORNEY AT LAW

1320 9th AVENUE, SUITE 210 TAMPA, FLORIDA 33605

*****78.50

P0100019420

February 19, 2001

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32317

Re: Harpos of Clearwater, Inc.

Dear Sir:

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation. Please provide a certified copy of these articles. A check for \$78.50 is enclosed. This represents payment for filing fees, registered agent designation and certified copy.

Sincerely,

KAY J. McGUCKEN, P.A.

Kay J. McGucken

KJM/grr.

Encs.

OT FEB 21 AM 8/11
SECRETAGY STATE
TALLAHASSEE, FLARIDA

De 12



ARTICLES OF INCORPORATION

OF

HARPO'S OF CLEARWATER, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the Corporation is HARPO'S OF CLEARWATER, INC.

ARTICLE TWO

DURATION

The duration of the Corporation is perpetual.

O1 FEB 21 MH 8: 18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE THREE PURPOSE

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR CAPITAL STOCK

The aggregate number shares which the Corporation has authority to issue is 7,500; all of which shall be common shares with par value of \$1.00.

ARTICLE FIVE REGISTERED OFFICE

The street address of the initial Registered Office and principal office of the Corporation is 2721 Gulf to Bay Blvd., Clearwater, FL 33759 and the Registered Agent at such address is Jeffrey T. Hatjioannou. The mailing address of the corporation is 2721 Gulf

to Bay Blvd., Clearwater, FL 33759.

ARTICLE SIX DIRECTORS

The business of the Corporation shall be managed by the Stockholders of the Corporation rather than by a Board of Directors.

ARTICLE SEVEN INCORPORATOR

The name and address of the Incorporator is: Jeffrey T. Hatjioannou, 2721 Gulf to Bay Blvd., Clearwater, FL 33759.

IN WITNESS WHEREOF, I have subscribed my name this _____/9_ day of February, 2001.

JEFFREY THATJIQANNOU

STATE OF FLORIDA: COUNTY OF HILLSBOROUGH:

BEFORE ME, personally appeared JEFFREY T. HATJIOANNOU known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes herein contained.

personally known produced identification:

NOTARY PUBLIC

State of Florida at Large

My Commission Expires:

Type of identification

CARCILLING HOMINOUS NOTARY PUBLIC - STATE OF PLORIDA COLINA. NO. COURSES MY COMMISSION EXPIRES MAY 15, 2004

CERTIFICATE OF REGISTERED AGENT

Pursuant to 48.091 Florida Statutes, the following is submitted in compliance with said Act; that HARPO'S OF CLEARWATER, INC., desiring to organize under the Laws of the State of Florida, with its principal place of business in Clearwater, Pinellas County, Florida, has named Jeffrey T. Hatjioannou, located at 2721 Gulf to Bay Blvd., Clearwater, FL 33759., as its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with the provisions of said Statutes relative to the proper and complete performance of my duties.

DATED this <u>19</u> day of February, 2001.

JEFEREY T. HATJIOANNOU

OT FEB 21 MI 8: 18
SECRETARY OF STATE
TALL AHASSEE