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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

RE: Archer Seafood House, Inc.

Dear Sir or Madam:

Enclosed please find an original and a copy of the Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
Total	\$122.50

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122.50 **78.75

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your assistance in this matter.

Sincerely,

Barbara Jane Cannon

Barbara Jane Cannon

[Handwritten signature]

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ARTICLES OF INCORPORATION
OF ARCHER SEAFOOD HOUSE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the Incorporators of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is Archer Seafood House, Inc.

ARTICLE II - PRINCIPAL OFFICE

The street address and mailing address of the principal office of this corporation is: 201 State Road 24, PO Box 253, Archer, Florida 32618.

ARTICLE III - SHARES

The corporation is authorized to issue One Hundred (100) shares. The par value is \$1.00 per share. Each share of stock shall be entitled to one vote, and in the election of directors of the corporation, the holders of the stock shall be entitled to vote their stock cumulatively.

ARTICLE IV - PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares of any class, kind, or series of stock in this corporation that may from time to time be issued, whether or not presently issued, including shares from the treasury of this corporation, in the ratio that the number of shares s/he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issue of shares, and inviting him/her to exercise his/her preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office are:

Barbara Jane Cannon
201 State Road 24
PO Box 253
Archer, Florida 32618

ARTICLE VI - INCORPORATOR

The name and address of the Incorporators are:


Nita Maude McCulty	Barbara Jane Cannon
201 State Road 24	201 State Road 24
PO Box 253	PO Box 253
Archer, Florida 32618	Archer, Florida 32618

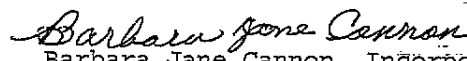
ARTICLE VII- INITIAL DIRECTORS

The name and addresses of the initial director(s) of this corporation are:

Nita Maude McCulty	Barbara Jane Cannon
201 State Road 24	201 State Road 24
PO Box 253	PO Box 253
Archer, Florida 32618	Archer, Florida 32618

IN WITNESS WHEREOF, the undersigned Incorporators have
executed these Articles of Incorporation on March 2, 2001.


Nita Maude McCulty, Incorporator


Barbara Jane Cannon, Incorporator/Registered Agent

Having been named as registered agent for the above-styled corporation, I
hereby agree to act in this capacity. I 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.

Barbara Jane Cannon, Registered Agent