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ACCREDITED FINANCIAL ACCOUNTING, INC.
2430 Shadowlawn Drive
Suite Seven
Naples, Florida 34112
941-775-8588

SECRETARY OF STATE
TALLAHASSEE FLORIDA

May 16, 2001

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*****70.00 *****70.00

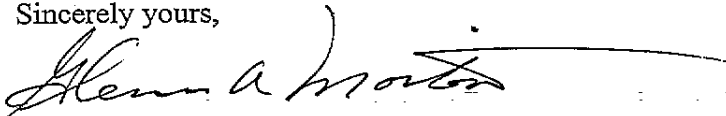
Secretary of State
Div. of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Captain Brien's Seafood & Roast Beef Restaurant, Inc.

Enclosed please find the Articles of Incorporation for Captain Brien's Seafood & Roast Beef Restaurant, Inc.

A check for \$70.00 is enclosed. Please return to us the charter number for the corporation. We do not require a certified copy.

Sincerely yours,



Glenn A. Morton, E.A.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE OF INCORPORATION

OF

CAPTAIN BRIEN'S SEAFOOD & ROAST BEEF RESTAURANT, INC.

The undersigned subscriber to the Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is:

Captain Brien's Seafood & Roast Beef Restaurant, Inc.
317 N. Collier Blvd.
Marco Island, FL 34145

ARTICLE II

GENERAL NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and/or all lawful business under the General Corporation act of the Florida statutes.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 500 shares of one dollar (\$1.00) par value common stock.

ARTICLE IV

PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which they already hold, shall have the right to purchase their pro rata share thereof at the price at which it is offered to others.

ARTICLE V


DURATION

This corporation is to exist perpetually.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 415 San Juan Ave, Naples, FL 34113 and the name of the initial registered agent of this corporation at that address is Brien Spina. I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Signed: 

Brien Spina

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may never be less than one. The name and address of the initial director of this corporation are as follows:

NAME

ADDRESS

Brien Spina

415 San Juan Ave.
Naples, FL 34113

ARTICLE VIII

INCORPORATOR

The name and address of the person subscribing these articles is
NAME ADDRESS

Brien Spina

415 San Juan Ave.
Naples, FL 34113

ARTICLE IX

AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, in the manner provided by law, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any office and/or director, or any former officer and/or director to the full extent of the law.

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ARTICLE XI


01 MAY 17 AM 10:52

EFFECTIVE DATE

SECRETARY OF STATE
TALLAHASSEE FLORIDA

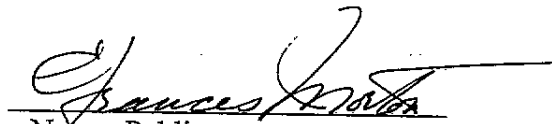
These Articles of Incorporation shall be effective upon the date of subscription and acknowledgment.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles on the 16th Day of May, 2001.


Brien Spina

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 15th day of May, 2001
by Brien Spina. *Known personally to me*


Notary Public
State of Florida at Large