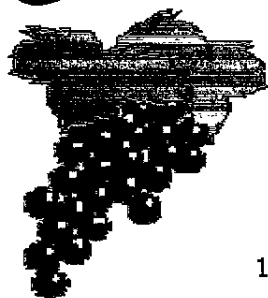


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The Winery

Steak & Seafood House

19850 State Hwy 80 (Palm Beach Blvd), Alva, FL 33920

Phone (941) 728-6300

Fax (941) 690-4170

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*****75.00 *****75.00

August 22, 2001

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~~*****75.00 *****75.00~~

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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-08/29/01--01044--020

*****3.75 *****3.75

RE: The Winery Restaurant of Alva, Inc.

To Whom It May Concern:

Enclosed please find the Articles of Incorporation and a copy of the bylaws for The Winery Restaurant of Alva, Inc. Also enclosed are two checks; the first is for \$75.00 which is for the registration fee, the other is for \$3.75 which covers the cost of forwarding a certification for the corporation. In order to expedite receiving all paperwork, we have also attached a priority envelope with postage attached. ✕

If there are any questions with regard to the enclosed, please contact me at (941) 728-6300.
Thank you for your assistance with this matter.

Sincerely,

Marjorie W. Vernay
Secretary

Enc.

*This was not attached

BL

FILED
01 AUG 29 AM 11:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Burch AUG 30 2001

ARTICLES OF INCORPORATION

THE WINERY RESTAURANT OF ALVA, INC.

FILED

01 AUG 29 AM 11:49

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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of the corporation shall be: The Winery Restaurant of Alva, Inc.

ARTICLE II. STOCK

The aggregate number of shares of stock which the corporation shall have authority to issue is 1,000 shares, each of which shall have no par value, and all of which shall be of one classification.

ARTICLE III. REGISTERED AGENT/OFFICE

The address of the corporation's initial registered office in the State of Florida is 19850 Palm Beach Boulevard, Alva, Florida 33920, and the name of its initial registered agent is Marjorie W. Vernay.

ARTICLE IV. PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be: 19850 Palm Beach Boulevard, Alva, Florida 33920.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors to constitute the initial board of directors shall be two, as determined by the by-laws of the corporation.

ARTICLE VI. PERPETUAL DURATION

The duration of the corporation is perpetual.

ARTICLE VII. PURPOSE

The corporation is formed and organized to provide restaurant services/food preparation and to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE VIII. GRANT OF PREEMPTIVE RIGHTS

There shall be no preemptive rights.

ARTICLE IX. BYLAW AMENDMENTS

The board of directors may repeal or amend the bylaws of the corporation and may adopt new or additional bylaws, and the articles of incorporation shall be amended as provided in the Florida Business Corporation Act.

ARTICLE X. CUMULATIVE VOTING FOR DIRECTORS

There shall be no cumulative voting for directors.

ARTICLE XI. BOARD VACANCIES

Any vacancy of the board of directors may be filled by the affirmative vote of the remaining directors. Any director so elected shall serve until the director's successor has been elected and qualified.

ARTICLE XII. INDEMNIFICATION

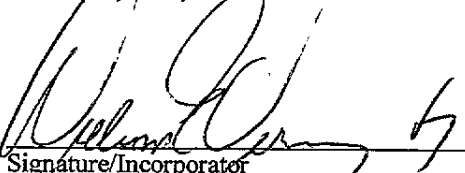
The corporation shall have the power to indemnify to the fullest extent permitted by law any person who is made, or is threatened to be made, a party to any action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or a fiduciary within the meaning of the Employee Retirement Security Act of 1974, as amended, with respect to any employee benefit plans of the corporation, or serves at the request of the corporation as a director, officer, employee or agent, or as a partnership, joint venture, trust or other enterprise, and their respective heirs, administrators, personal representatives, successors and assigns. Indemnification specifically provided by the Florida Business Corporation Act shall not be deemed exclusive of any other rights by which such director, officer, employee or agent may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The corporation, its officers, directors, employees or agents shall be fully protected in taking any action or making any payment under this Article or in refusing to do so upon the advice of independent council.

ARTICLE XIII. NO PERSONAL LIABILITY

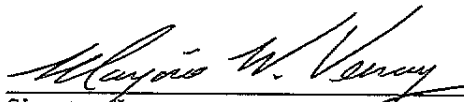
No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages of conduct as a director, except that this provision shall not apply to (a) Any breach of the director's duty of loyalty to the corporation or its shareholders; (b) Any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) Any distribution which is unlawful; (d) Any transaction from which the director derived improper personal benefit; or (e) Any act or omission occurring prior to the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE XIV. INCORPORATION

The name and address of the incorporators to these Articles of Incorporation are William E. Vernay Jr., 19850 Palm Beach Boulevard, Alva, Florida 33920, and Marjorie W. Vernay, 19850 Palm Beach Boulevard, Alva, Florida 33920.

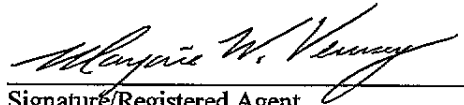

Signature/Incorporator
WILLIAM E. VERNAY JR.

8-22-01
Date


Signature/Incorporator
MARJORIE W. VERNAY

8/22/01
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of my position as registered agent.



Signature/Registered Agent
MARJORIE W. VERNAY

8/22/01

Date