

P01000119768

December 13, 2001

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

000004729110--9  
-12/17/01--01003--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Subject: Roscoe's South, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00.

From: J. Ryan Roberson  
1003 S. John Young Parkway  
Kissimmee, FL 34741  
(407) 847-0299

FILED  
01 DEC 17 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12-19-01  
KRC

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01 DEC 17 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

ROSCOE'S SOUTH, INC.

ARTICLE I

The name of this corporation is ROSCOE'S SOUTH, INC..

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of operating a bar and package store..

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1003 S. John Young Parkway in Kissimmee, Florida 34741, and the name of the initial registered agent of this corporation is J. Ryan Roberson, whose address is 1003 S. John Young Parkway in Kissimmee, Florida 34741.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one director. The name and address of the initial director of this corporation is:

NAME:	ADDRESS:
J. Ryan Roberson	1003 S. John Young Parkway, Kissimmee, Florida 32804

ARTICLE VII  
INCORPORATORS

The name and address of the person signing these articles is:

NAME:	ADDRESS:
J. Ryan Roberson	1003 S. John Young Parkway, Kissimmee, Florida 32804

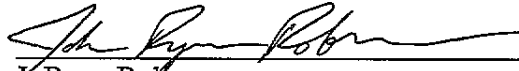
ARTICLE VIII  
PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares 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 pre-empted 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 to exercise his pre-emptive rights. This 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 IX  
AMENDMENT

This Corporation reserve the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of December, 2001.

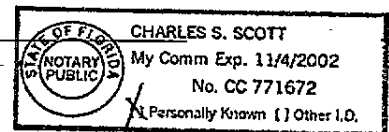
  
J. Ryan Roberson

STATE OF FLORIDA,  
COUNTY OF ORANGE,

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared J. Ryan Roberson known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 12th day of December, 2001.

  
NOTARY PUBLIC  
MY COMMISSION EXPIRES:



CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE AND NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED.

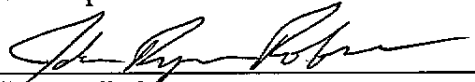
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

That Roscoe's South, Inc., desiring to incorporate under the laws of the State of Florida, with its principal office located at 1003 S. John Young Parkway in Kissimmee, Florida, 34741, County of Osceola, State of Florida, has named J. Ryan Roberson whose address is 1003 S. John Young Parkway in Kissimmee, Florida 34741, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept the act in this capacity, and agree to comply with the provision of said Act relative to keeping said office open.

  
J. Ryan Roberson