

THE LAW OFFICES OF  
**CARL H. WINSLOW, JR., P.A.**  
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**P02000007387**

January 15, 2002

Via Federal Express Overnight Delivery

DEPARTMENT OF STATE

Atten: Document Specialist

P.O. Box 6327

Tallahassee, FL 32314

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
02 JAN 16 AM 11:10

RE: Articles of Incorporation for The Floating Restaurant, Inc.

Dear Sir or Madam:

Please find enclosed Articles of Incorporation regarding the above referenced matter. Also inclosed is a Federal Express Overnight Delivery Envelope at our expense. Please return the Articles of Incorporation in the overnight envelope once they have been filed.

Should you have any questions or concerns, please feel free to contact our office at the above listed number.

Thank you for your prompt assistance regarding this matter.

Very truly yours,

Carl H. Winslow, Jr., Esq.

For the Firm

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1-23-02  
WC

ARTICLES OF INCORPORATION  
OF  
THE FLOATING RESTAURANT, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 JAN 16 AM 11:10

ARTICLE I. CORPORATE NAME

The name of this corporation is *The Floating Restaurant, Inc.*

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are: *8616 Eluethera Court, Fort Myers, FL 33970.*

ARTICLE III. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is *1,000*, all of which shall be common shares. The par value is valued at *\$1* per share. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are *Agent: Carl H. Winslow, Jr., Esq.*

*Office: Carl H. Winslow, Jr., P.A., 1404 Dean Street, Suite 101; Fort Myers, Florida 33901*

ARTICLE V. INCORPORATORS

The name(s) and address(es) of the incorporator(s) of these articles of incorporation are:

Name: *Carl H. Winslow, Jr., Esq., Registered Agent & Incorporator*

*Address: 1404 Dean Street, Suite 101, Fort Myers, Florida 33901*

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## **OPTIONAL PROVISIONS**

### **ARTICLE VI - INDEMNIFICATION**

The Corporation shall indemnify each Officer and Director, including former officers and directors, to the fullest extent permitted by law.

### **ARTICLE VII - PREEMPTIVE RIGHTS**

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's prorata portion of the following:

A. Any stock or any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay of the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

**ARTICLE VIII - OFFICERS/DIRECTORS**

The name(s) and address(es) of the officers and director(s) of this corporation are:

Name

Address

*F. Patrick O'Rourke, Director*

*8616 Eluethera Court, Fort Myers, FL 33970*

*F. Patrick O'Rourke, President*

*8616 Eluethera Court, Fort Myers, FL 33970*

*F. Patrick O'Rourke, Vice President*

*8616 Eluethera Court, Fort Myers, FL 33970*

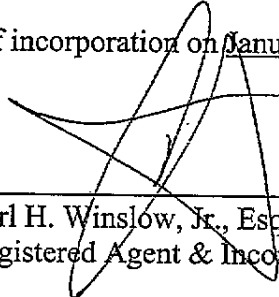
*F. Patrick O'Rourke, Secretary*

*8616 Eluethera Court, Fort Myers, FL 33970*

*F. Patrick O'Rourke, Treasurer*

*8616 Eluethera Court, Fort Myers, FL 33970*

The undersigned have/executed these articles of incorporation on January 11, 2002.



\_\_\_\_\_  
Carl H. Winslow, Jr., Esq.  
Registered Agent & Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: The Floating Restaurant, Inc.
2. The name and address of the registered agent and office is:

**Carl H. Winslow, Jr., Esq.  
Carl H. Winslow, Jr., P.A.  
1404 Dean Street, Suite 101  
Fort Myers, Florida 33901**

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 all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

\_\_\_\_\_  
Carl H. Winslow, Jr., Esq.

1/02/02  
\_\_\_\_\_  
Date

FILED  
STATE  
SECRETARY OF  
DIVISION OF CORPORATIONS  
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