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JOSEPH C. WHITELOCK

33713
April 5, 2002

TELEPHONE
327-1066
(727) 327-0968

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: THE ROCK LOUNGE AND GRILL, INC.

Dear Sirs:

Enclosed please find our check in the amount of \$70.00 for filing fees AND
REGISTERED AGENT fee for the above corporation.

Please return a copy of the Articles of Incorporation.

Thank you for your assistance in this matter.

Yours very truly,

JOSEPH C. WHITELOCK, ESQ.

FILED
02 APR 10 PM 12:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FILED

02 APR 10 PM 12:00

**ARTICLES OF INCORPORATION OF THE ROCK LOUNGE AND GRILL, INC. OF STATE
TALLAHASSEE FLORIDA**

The undersigned incorporators do hereby desire to form a corporation under and by virtue of the Laws of the State of Florida, with the following proposed charter:

ARTICLE I. - NAME

The name of this corporation is THE ROCK LOUNGE AND GRILL, INC. doing business and located at 401 34th Street North, St. Petersburg Florida, 33713.

ARTICLE II. DURATION

This corporation shall exist perpetually, unless terminated as provided by law.

ARTICLE III. - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred shares (7,500) of One Dollar (\$1.00) par value common stock.

ARTICLE V. - LIMITATIONS, AND RELATIVE
RIGHTS OF SHARES OF CAPITAL
STOCK

A. Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares.

B. Limitations

All of the said stock may be paid for in cash, property, labor or services at a valuation to be affixed by the Board of Directors. All details as to the issuance, rights, liabilities, dividends, liquidation and other characteristics shall be prescribed and enumerated in the By-Laws of this corporation.

ARTICLE VI

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6765 52nd Way, Pinellas Park, Florida, 33780 and the name of the initial registered agent of this corporation is Linda Lee Farrelly.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial directors of this corporation are:

Linda Lee Farrelly, 6765 52nd Way, Pinellas Park, Florida, 33780.

Richard J. Niger, 4141 14th Street North, St. Petersburg, Florida 33701

ARTICLE IX.

The name and address of the person signing these Articles Are:

Linda Lee Farrelly, 6765 52nd Way, Pinellas Park, Florida, 33780.

ARTICLE X.

BY-LAWS AND AMENDMENTS

The power to adopt, appoint, amend or repeal these Articles and By-Laws shall be vested in the shareholders.

ARTICLE XI.

SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII.

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII.

MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XIV.

BUSINESS WITH OFFICERS OR DIRECTORS

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested does not affect his status and he may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, with like force and effect as if he were no such Director or officer of such other corporation or not so interested.

ARTICLE XV.

POWERS

This corporation shall have all of the corporation powers enumerated in the Florida General Corporation Act.

ARTICLES XVI

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XVII

LIEN ON CORPORATE STOCK

The corporation shall have a lien on all shares of stock for any sum or amount due by the holder thereof to the corporation. No transfer of stock shall be valid or binding until all debts due by the stockholder to the corporation shall have been fully paid and until the transfer has been duly entered upon the books of the corporation.

ARTICLES XVII

STOCK TRANSFERS

CORPORATION'S RIGHT OF FIRST REFUSAL

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 30 days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares

owned by such stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THE ARTICLES OF INCORPORATION OF THE CORPORATION. A COPY OF SUCH ARTICLES IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION."


IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation on the 5th day of April, 2002


LINDA LEE FARRELLY

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

On the 5th day of April, 2002, before me personally appeared LINDA FARRELLY made oath that she has read the foregoing THE ROCK LOUNGE AND GRILL, INC. by her subscribed and that she knows that contents thereof and the same is true to her own knowledge except as to those matter therein stated to be on her information and belief and as to those matters be believes them to be true.

My Commission Expires:


NOTARY PUBLIC

Joseph C Whitelock
My Commission CC788501
Expires December 28, 2002

AFFIDAVIT OF ACCEPTANCE
BY RESIDENT AGENT

STATE OF FLORIDA

FILED

02 APR 10 PM 12:00

SECRETARY OF STATE
TALLAHASSEE FLORIDA

COUNTY OF PINELLAS

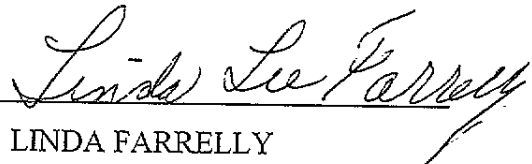
1. I, LINDA FARRELLY, am over the age of eighteen and have personal knowledge of the following.

2. I have read the Articles of Incorporation of THE ROCK LOUNGE AND GRILL, INC., and am named as resident agent therein.

3. I have read Sections 607.034 and 48.091, Florida Statutes, and understand the duties of a resident agent.

4. I hereby accept the designation as resident agent of THE ROCK LOUNGE AND GRILL, INC.


FURTHER AFFIANT SAYETH NOT.


LINDA FARRELLY

Sworn to and subscribed before me this 5th day of April, 2002


NOTARY PUBLIC

My commission expires:

 Joseph C Whitelock
★ My Commission CC788501
Expires December 28, 2002