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FLORIDA PROFIT CORPORATION OR P.A.  
FLAT ROCK GRILLE HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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6/12/2002

ARTICLES OF INCORPORATION  
OF  
FLAT ROCK GRILLE HOLDINGS, INC.

The undersigned, acting as incorporator of Flat Rock Grille Holdings, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

Flat Rock Grille Holdings, Inc.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

P.O. Box 20466  
Tampa, Florida 33622

The principal business address of the corporation is:

1111 N. Westshore Blvd., Suite 402  
Tampa, Florida 33607

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon filing these articles of incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

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ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the current registered office of the corporation is 1111 N. Westshore Blvd., Suite #402, Tampa, Florida 33607, and the name of the corporation's current registered agent at that address is William A. Long, Jr.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
William A. Long, Jr.	1111 Westshore Blvd., Suite 402 Tampa, Florida 33607

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
William A. Long, Jr.	1111 Westshore Blvd., Suite 402 Tampa, Florida 33607

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

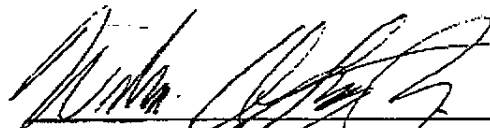
The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

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The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 12<sup>TH</sup> day of June, 2002.

  
William A. Long, Jr., Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Flat Rock Grille Holdings, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1111 N. Westshore Blvd., Suite 402, Tampa, Florida has named William A. Long, Jr. as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Dated this 12<sup>TH</sup> day of June, 2002.

  
William A. Long, Jr., Registered Agent

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