

**Electronic Articles of Incorporation
For**

P02000091204
FILED
August 22, 2002
Sec. Of State

BAXTER'S AMERICAN BAR AND GRILL, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

BAXTER'S AMERICAN BAR AND GRILL, INC.

Article II

The principal place of business address:

2401 PGA BOULEVARD
SUITE 160
PALM BEACH GARDENS, FL. US 33410

The mailing address of the corporation is:

2401 PGA BOULEVARD
SUITE 160
PALM BEACH GARDENS, FL. US 33410

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000 @ \$1.00 PAR VALUE SHARES

Article V

The name and Florida street address of the registered agent is:

JAMES M STEWART ESQ.
1211 THE PLAZA
SINGER ISLAND, FL. 33404

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: JAMES M. STEWART

Article VI

The name and address of the incorporator is:

JOHN GIACO
1869 STARR STREET
RIDGEWOOD, N Y 11385

Incorporator Signature: JOHN GIACCO

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: DIR
JOHN GIACO
1869 STARR STREET
RIDGEWAY, NY. 11385 US

Title: DIR
JAMES ROGGIO
954 MADISON PLACE
MERRICK, NY. 11566 US