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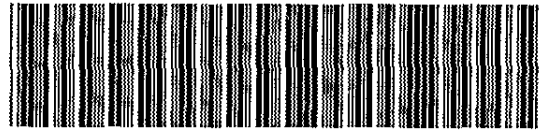
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
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FEB 13 2003

JOSEPH R. FISHER
607 ST. LUCIE CRESCENT 1-D
STUART, FL 34994
TEL (561) 463-0650 FAX (561) 463-0510

November 22, 2002

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

Gentlemen:

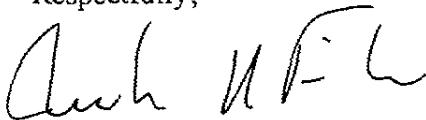
Enclosed are the original and one duplicate of the Articles of Incorporation of

CHARACTERS TAVERN, INC.

When these documents have been processed, please return them directly to
the address contained in the letterhead.

There is also enclosed a check in the amount of \$ 70.00 for your processing fees.

Respectfully,


Joseph R. Fisher

Accounting

Taxes

ARTICLES OF INCORPORATION

OF
CHARACTERS TAVERN, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be :

CHARACTERS TAVERN, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence unless dissolved by administrative action.

ARTICLE III

PURPOSE

This Corporation is organized to transact any business permitted by the laws of the State of Florida or the United States.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of common stock, with no par or stated value. The consideration to be paid for these shares may be payable in money, property or services, at a just value determined by the Board of Directors at a meeting called for that purpose.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE V

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 thereof at the price at which it is offered to others.

ARTICLE VI

CAPITALIZATION

Shares of capital stock of this Corporation shall be issued initially to the following persons and in the amount set opposite their names:

Barry C. Hixon	510 shares
Breckinridge Kerr	490 shares

ARTICLE VII

INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial office of this Corporation is
1499 N. E. Jensen Beach Blvd., Jensen Beach, FL 345957
which is also its principal office, and the name of the initial registered agent of this Corporation is Breckinridge Kerr.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director initially, but may be increased from time to time but shall never be less than one. The names and addresses for the initial directors are:

Barry C. Hixon 8800 S. Ocean Drive Jensen Beach, FL 34957	Treasurer
Breckinridge Kerr 3587 Jeannette Drive Jensen Beach, FL 34957	President

ARTICLE IX
INCORPORATOR

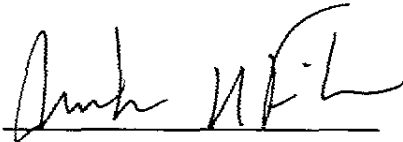
The name and address of the incorporator signing these Articles is:

Barry C. Hixon
8800 S. Ocean Drive
Jensen Beach, FL 34957

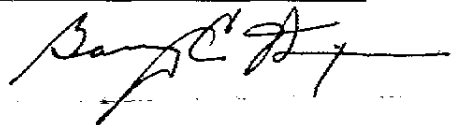
IN WITNESS WHEREOF, the subscribing incorporator hereunto sets his hand and seal
this 10th day of ~~November, 2002.~~

JAN, 2003

WITNESSES:

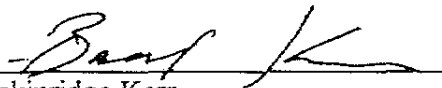


Barry C. Hixon



ACCEPTANCE OF REGISTERED AGENT

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


Breckinridge Kerr

STATE OF MISSISSIPPI
DIVISION OF CORPORATIONS
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