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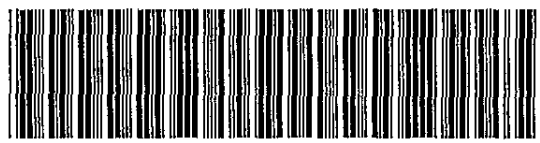
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/11/03

TRANSMITTAL LETTER

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

SUBJECT: Floridian Bar and Grill, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☒ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: D & G Properties, Inc. / Ana Groh
Name (Printed or typed)

27501 South Dixie Highway, Suite 402
Address

Naranja, Fl 33032
City, State & Zip

(305) 245-9556
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
FLORIDIAN BAR AND GRILL, INC.

TO: THE HONORABLE SECRETARY OF THE STATE OF FLORIDA

The undersigned do hereby make, subscribe, acknowledge and file the following articles for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: **FLORIDIAN BAR AND GRILL, INC.,**
a Florida Corporation.

ARTICLE II

This corporation shall have a perpetual existence, unless dissolved according to law, commencing January 2003.

ARTICLE III

The purpose for which the corporation is organized is for a full -service restaurant and bar and for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act. To issue bonds, debentures or obligations of the company, and to secure the same by mortgage, pledge, deed of trust or otherwise.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

To carry on such business at one or more locations in this State or other states and foreign countries; to enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm association or corporation.

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TALLAHASSEE, FLORIDA

ARTICLE IV

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE AND NO/00 Dollars (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V

The street address of the initial principal office and registered office of this corporation is: 27501 South Dixie Highway, Suite 402, Naranja, FL 33032, with the privilege of establishing other offices and places of business throughout the State of Florida other states and foreign countries. The name of the initial registered agent of this corporation at that address is: Ana Maria Groh

ARTICLE VI

The number of directors of this corporation shall be one or more.

ARTICLE VII

This corporation shall initially have two (2) directors. The number of directors may be increased or decreased from time to time by the By - Laws, but shall never be less than two (2). The name and the address of the initial directors of this corporation are: Richard Groh, 27501 South Dixie Highway, Naranja, FL 33032, and Donald Groh, 27501 South Dixie Highway, Suite 402, Naranja, 33032.

ARTICLE VIII

The name and post office address of the director who, subject to the By-Laws, has been selected to hold office until his successor is elected and has been qualified, is as follows:

RICHARD GROH, President-Director
27501 South Dixie Highway, Suite 402
Naranja, Fl 33032

ANA MARIA GROH, Vice President
27501 South Dixie Highway, Suite 402
Naranja, Fl 33032

DONALD GROH, Secretary-Treasurer-Director
27501 South Dixie Highway, Suite 402
Naranja, Fl 33032

ARTICLE IX

The name and address of the subscribers to the Certificate who agree to take stock are as follows:

Richard Groh
16200 SW 172nd Avenue
Miami, Florida 33187
50 Shares (\$.50)

Donald Groh
7925 S.W. 201st Terrace
Miami, FL 33189
50 Shares (\$.50)

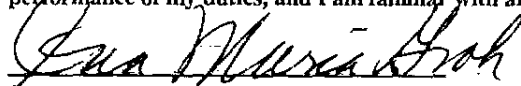
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TALLAHASSEE, FLORIDA

ARTICLE X

The name and registered office of the Registered Agent is:

Ana Maria Groh
27501 South Dixie Highway, Suite 402
Naranja, FL 33032

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.


Signature / Registered Agent


3-5-03
Date

ARTICLE XI

The regulation of the business and the conduct of the affairs of the corporation, and the provisions creating or limiting the powers of the corporation, the directors and the stockholders, or any class of stockholders, including provisions governing the issuance of stock certificates (provided such provisions are not contrary to the laws of this State) shall be controlled by the By-Laws which shall be adopted by the corporation within sixty (60) days after this corporation shall have been formed, which said By-Laws may, from time to time and whenever necessary, be amended by the Board of Directors of the Corporation.

Richard Groh L.S.
RICHARD GROH

BEFORE ME, the undersigned authority, this day personally appeared, **RICHARD GROH**, who, being first duly sworn, on oath deposes and says that he is the person described in and who executed the foregoing Articles of Incorporation as subscriber thereto, and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein set forth.


Notary Public, State of Florida

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