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SECRLIARY OF STATE
OF AN ARREST FOR IN

J. HARRIS RHYNE, P.A.
ATTORNEY AT LAW
701 - 8TH AVENUE WEST
P.O. BOX 67
PALMETTO, FLORIDA 34221

J. HARRIS RHYNE

PHONE (941) 729-5651 FAX (941) 723-3808

March 20, 2003

State of Florida
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

RE: Incorporation of FLETCHER'S HAPPY DOLPHIN PUB & GRILL, INC.

Gentlemen:

The documents listed below are forwarded to you with this letter. Please file these documents and process them as needed and return to us one certified copy to our office at P.O. Box 67, Palmetto, Florida 34220.

The enclosed documents are as follows:

- 1. Original Articles of Incorporation for FLETCHER'S HAPPY DOLPHIN PUB & GRILL, INC.
- 2. One copy of the Articles of Incorporation for FLETCHER'S HAPPY DOLPHIN PUB & GRILL, INC.
  - 3. Certificate designating a registered agent.

The filing fees and charges are as follows and a check enclosed:

Filing fee for original Articles \$ 35.00 Cert. copy \$ 8.75 Filing resident agent form \$ 35.00

TOTAL \$ 78.75

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# ARTICLE OF INCORPORATION

OF

# FLETCHER'S HAPPY DOLPHIN PUB & GRILL, INC.

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator(s) of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

### ARTICLE ONE - NAME

The name of the corporation is: FLETCHER'S HAPPY DOLPHIN PUB & GRILL, INC.

## ARTICLE TWO - DURATION

The period of duration of the corporation is perpetual.

# ARTICLE THREE - PURPOSE

The corporation may transact and engage in any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. Chapter 607, Florida Statutes, as now exists or may after be amended.

# ARTICLE FOUR - CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is sixty (60), all of which shall be common shares without par value.

# ARTICLE FIVE - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

## ARTICLE SIX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5717 18th Street East, Ellenton, Florida 34222, and the name of the initial registered agent at such address is JACQUELINE C. FLETCHER.

## ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the Corporation is:

DONALD E. FLETCHER, 5717 18th Street East, Ellenton, Florida 34222

JACQUELINE C. FLETCHER, 5717 18th Street East, Ellenton, Florida 34222

# ARTICLE EIGHT - INCORPORATORS

The names and addresses of the incorporator(s) signing these articles are:

DONALD E. FLETCHER, 5717 18th Street East, Ellenton, Florida 34222

JACQUELINE C. FLETCHER, 5717 18th Street East, Ellenton, Florida 34222

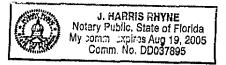
# ARTICLE NINE- INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer of director, to the full extent permitted my law.

# ARTICLE TEN - AMENDMENT

This corporation reserves the rights to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation on the // day of // day of // 2003.
fordat that the
DONALD E. FLETCHER Incorporator
fred the
JACQUELINE C. FLETCHER Incorporator
STATE OF FLORIDA
COUNTY OF MANATEE
on this 20 th day of Man, 2003, before me, the undersigned
officer, personally appeared boward E. Friedcher, known to me to be the person
whose name is subscribed to the within instrument, and acknowledged that he
executed the same for the purpose therein contained, and an Oath was not taken.  (Check one:)[ ] Said person(s) is/are personally known to me. [X] Said person(s)
provided the following type of identification:
F432-185-45-109
Musika Market
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NOTARY RUBBER STAMP SEAL NOTARY PUBLIC TO THE PROPERTY PR
<u> </u>
J. HARRIS RHYNE
Notary Public, State of Florida My coram, expires Aug 19, 2005
Gomm. No. 0D037895
STATE OF FLORIDA
COUNTY OF MANATEE
On this Aday of MARCH, 2003, before me, the undersigned officer,
personally appeared JACQUELINE C. FLETCHER, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed
the same for the purpose therein contained, and an Oath was not taken. (Check
one:) [ ] Said person(s) is/are personally known to me. [X] Said person(s) provided the following type of identification:
F431-435-48-4300
- 1 Mas / MM
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# STATE OF FLORIDA DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH CHAPTER 48.091, 2nd 607/034 FLORIDA STATUTES:

FLETCHER'S HAPPY DOLPHIN PUB & GRILL, INC., a corporation organizing under the Laws of the State of Florida, with its principal office at 5717 18th Street East, Ellenton, Florida 34222, being in MANATEE County, Florida, has named JACQUELINE C. FLETCHER as its registered agent to accept service of process within this state. The registered office is located at 5717 18th Street East, Ellenton, Florida 34222.

OFFICERS TIT	ILE	SPECIFIC ADDRESS
DONALD E. FLETCHER	President —	5717 18th Street East Ellenton, Florida 34222
JACQUELINE C. FLETCHER	Vice President	5717 18th Street East Ellenton, Florida 34222
	Secretary	
	Treasurer	TALLES
DIRECTORS:	SAME AS OFFICERS-	O3 MARRA SECRETA
Dated 3/20/2603	By:	In the state of th
Dated 3/1/2003	Of By	EQUELINE C. FLETCHER
ACCEDTANCE •	Y (	Officer

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I Hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 707.325 Florida Statues.

Resident Agent