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Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT CORPORATION OR P.A.

boonefish 1 enterprises, inc

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ARTICLES OF INCORPORATION

-of-

BOONEFISH 1 ENTERPRISES, INC.

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I. Name:

The name of the Corporation is BOONEFISH 1 ENTERPRISES, INC..

ARTICLE II. Duration:

The term of existence of the corporation is perpetual.

ARTICLE III. Purpose:

Administration and management of restaurants.

The corporation may also transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. Capital Stock:

The aggregate number of shares which the corporation is authorized to issue is 50,000. Such shares will be of a single class and shall have a par value of \$.01 per share.

ARTICLE V. Preemptive Rights Granted:

Each common shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional share of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe or to acquire such shares, which may be issued at any time by the corporation after 20,000 shares are issued and fully paid.

Prepared by:
M. Daniel Sasso, P.A.
4223 Del Prado Boulevard
Cape Coral, Florida 33904
239-542-1355
Florida Bar #212377

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ARTICLE VI. Registered Office:

The street address of the initial registered office of the corporation is: 910 S.W. Santa Barbara Place, Cape Coral, Florida 33991 and the name of the initial registered agent at such address is: DAVID WAYNE BOONE.

The principal office and the corporate headquarters shall be located at the street address of 910 S.W. Santa Barbara Place, Cape Coral, Florida 33991, with a mailing address of 910 S.W. Santa Barbara Place, Cape Coral, Florida 33991, and such principal office addresses may change from time to time;

ARTICLE VII. Special Meetings:

Special meeting of the stockholders may be called at any time for any purpose by any officer or director of the corporation or the holders of 50% of all outstanding shares.

ARTICLE VIII.

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purposes. If:

a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which approves, authorizes or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

b) The fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

c) The Contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board, a committee or the stockholders.

As to (b), a majority vote of the shares is necessary, however party shares owned or controlled by the director who has an interest in the transaction set out above may not be counted under (b).

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ARTICLE IX.

Shares of stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to the board of directors.

ARTICLE X.

This corporation shall have one Director initially. The number of directors may be either increased or diminished from time to time by the by-laws and the name and address of the initial directors of the corporation are: DAVID WAYNE BOONE, 910 S.W. Santa Barbara Place, Cape Coral, Florida 33991.

ARTICLE XI.

The name and address of the incorporator is: DAVID WAYNE BOONE.

ARTICLE XII. Commencement of Existence:

The corporation shall be deemed to commence its existence on the date of filing of these Articles of Incorporation by the Department of State.

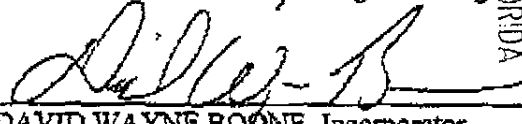
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the ____ day of August, 2003.

Having been named to accept service of process for BOONEFISH 1 ENTERPRISES, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the appointment as registered agent and the obligations of that position pursuant to F.S. 607.0501(3).

Dated: August 12, 2003.

Dated: August 12, 2003.


DAVID WAYNE BOONE, Registered Agent


DAVID WAYNE BOONE, Incorporator

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