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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Law Offices of
Scott R. McHenry, P.A.

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Scott R. McHenry
• Board Certified Marital & Family Law
• Master of Business Administration (MBA)
• LLM (Taxation)

Liz Torres, CLA
• Certified Legal Assistant

October 31, 2003

VIA EXPRESS MAIL

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

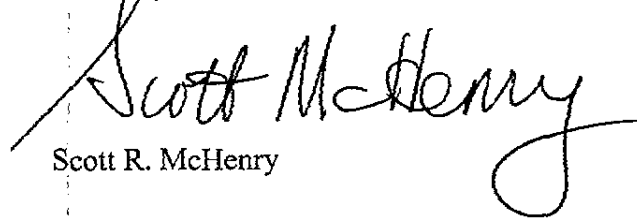
Re: Articles of Incorporation of Calypso Grill, Inc.

Gentlemen:

Enclosed are an original and one (1) copy of the Articles of Incorporation of Calypso Grill, Inc, together with a check for \$78.75 to cover the \$35.00 filing fee, \$35.00 fee for designation of registered agent, and \$8.75 certified copy fee.

Once the Articles of Incorporation have been filed, the certified copy should be returned to the undersigned at the above address. Thank you.

Sincerely,



Scott R. McHenry

SRM:lt

Enclosures (3)

cc: Glenn F. Dietel (w/encl.)

ARTICLES OF INCORPORATION
OF
CALYPSO GRILL, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I – NAME OF CORPORATION

The name of this Corporation shall be CALYPSO GRILL, INC.

ARTICLE II – PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE III – PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 932 Brightwater Circle, Maitland, Florida 32751. The mailing address of the Corporation shall be 932 Brightwater Circle, Maitland, Florida 32751.

ARTICLE IV – CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V – INITIAL REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 932 Brightwater Circle, Maitland, Florida 32751. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Glenn F. Dietel. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI – DATE OF EXISTENCE

This Corporation shall exist perpetually commencing on the date of filing of these Articles of Incorporation unless dissolved according to law.

ARTICLE VII – INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Scott R. McHenry, Esquire	540 E. Horatio Avenue, Suite 101 Maitland, Florida 32751

ARTICLE VIII – INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be three (3).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation but shall never be less than one (1).
- C. The names and address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

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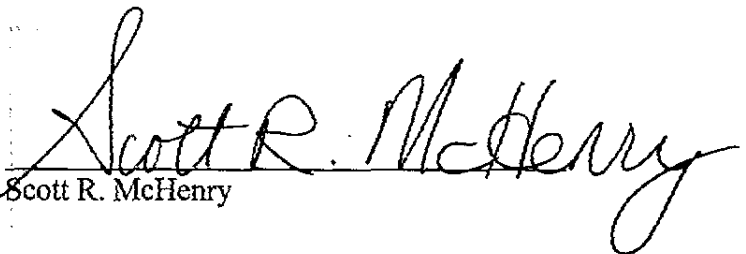
<u>Name</u>	<u>Address</u>
Glenn F. Dietel	932 Brightwater Circle Maitland, Florida 32751 SECRETARY OF STATE TALLAHASSEE FLORIDA
Christine B. Dietel	932 Brightwater Circle Maitland, Florida 32751
Hans Nicholas Dietel	932 Brightwater Circle Maitland, Florida 32751

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ARTICLE IX - INDEMNIFICATION

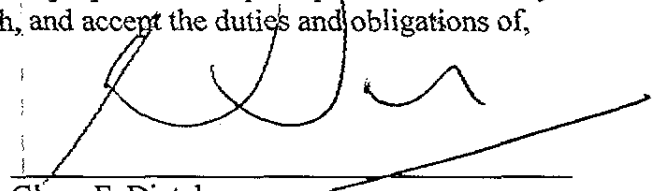
This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Maitland, Florida, this 31st day of October, 2003.



Scott R. McHenry

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.



Glenn F. Dietel

Date: October 31, 2003