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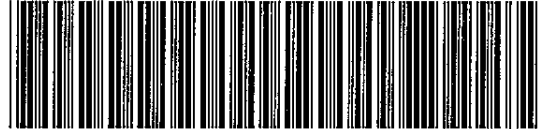
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DIVISION OF CORPORATION

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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 370480 7127773
AUTHORIZATION : *Patricia Pizuto*
COST LIMIT : \$ 70.00

ORDER DATE : December 22, 2003
ORDER TIME : 10:37 AM
ORDER NO. : 370480-005
CUSTOMER NO: 7127773
CUSTOMER: Darrin Phillips, Esq
Darrin M. Phillips, P.a.
Suite 200
350 5th Avenue South
Naples, FL 34102

DOMESTIC FILING

NAME: CHARLEY'S SOUTH BEACH GRILLE
OF FORT MYERS BEACH, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115
EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

OF

CHARLEY'S SOUTH BEACH GRILLE OF FORT MYERS BEACH, 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:

Charley's South Beach Grille of Fort Myers Beach, Inc.

The principal place of business and mailing address of this corporation shall be:

501 Goodlette Road, D-11
Naples, Florida 34102

ARTICLE II
NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock at \$1.00 par value.

ARTICLE IV
REGISTERED AGENT

Initial registered office of the corporation shall be:

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Naples, Florida 34102

and the name of the initial registered agent shall be:

DARRIN M. PHILLIPS

ARTICLE V
EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series of that which he already holds, shall have the right to purchase his pro rata share, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VII
SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII
ELECTION OF SUBCHAPTER S

This corporation may elect subchapter S for taxation purposes upon consent of the shareholders.

ARTICLE IX
OFFICERS AND DIRECTORS

The qualifications for officers and directors and the manner of their admission are to be regulated as set forth in the By-Laws of the Corporation.

ARTICLE X
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Darrin M. Phillips
Darrin M. Phillips, P.A.
350 5th Avenue South, Suite 200
Naples, Florida 34102

IN WITNESS WHEREOF, the undersigned has hereto set forth his hand and seal on this 19th day of December, 2003.



Darrin M. Phillips
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

19th The foregoing instrument was acknowledged before me this 19th day of December, 2003, by Darrin M. Phillips () who is personally known to me or () who has produced _____ as identification.



Signature, Notary Public

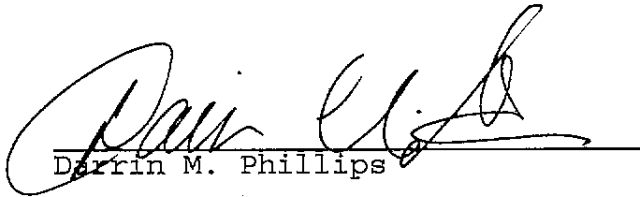


Print Name, Notary Public



Kelly L. Russell
My Commission CC995807
Expires February 06, 2005

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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 607.0505, FLORIDA STATUTES.


Darrin M. Phillips

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