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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

CAPTAIN'S GRILL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CAPTAIN'S GRILL, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**Article I
Name**

Section 1.1. Name. The name of this corporation shall be CAPTAIN'S GRILL, INC.

**Article II
Principal Office and Mailing Address**

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 2105 PARK AVENUE, SUITE 5, ORANGE PARK, FLORIDA 32073.

**Article III
Capital Stock**

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$0.10 per share.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 3.3. Approval of Shareholders Required for Merger. The approval of the shareholders holding sixty percent (60%) or more of the capital stock of this corporation eligible to vote to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Jonathan L. Hay, Esquire
Purcell, Flanagan & Hay, P.A.
1548 Lancaster Terrace
Jacksonville, Florida 32204
Telephone: (904)355-0355
Fla. Bar No.: 456586

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Article IV
Initial Registered Agent and Address

Section 4.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

JONATHAN L. HAY
1548 LANCASTER TERRACE
JACKSONVILLE, FLORIDA 32204

Article V
Incorporator

Section 5.1. Name and Address. The name and street address of the incorporator of this corporation is:

JONATHAN L. HAY
1548 LANCASTER TERRACE
JACKSONVILLE, FLORIDA 32204

Article VI
Effective Date; Duration

Section 6.1. Effective Date. Corporate existence shall commence on the date these Articles are executed.

Section 6.2. Duration. This corporation shall exist perpetually.

Article VII
Purposes

Section 7.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII
Directors

Section 8.1. Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

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Section 8.2. Initial Directors. The names and street addresses of the initial directors of the corporation are:

ROLAND R. BELL
2105 PARK AVENUE, SUITE 5
ORANGE PARK, FLORIDA 32073

KATHY L. BELL
2105 PARK AVENUE, SUITE 5
ORANGE PARK, FLORIDA 32073

Section 8.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 8.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.


Article IX Bylaws

Section 9.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X Amendment

Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 16th day of September, 2004.


MARK O. WILHELM, II

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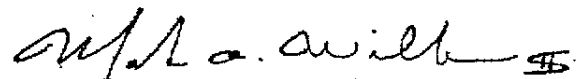
**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes,
the following is submitted:

CAPTAIN'S GRILL, INC., desiring to organize or qualify under the laws of the
State of Florida hereby designates JONATHAN L. HAY as its registered agent to
accept service of process within the State of Florida and the address of its registered
office shall be 1548 LANCASTER TERRACE, JACKSONVILLE, FLORIDA 32204.

DATED this 16th day of September, 2004.


MARK O. WILHELM, II

Having been named as registered agent 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.

DATED this 16th day of September, 2004.


JONATHAN L. HAY

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