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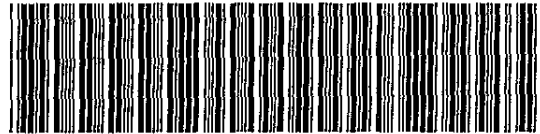
(Business Entity Name)

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

12-28-04

**SOUTHERN MEMORIES, INC.**

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1801 NW Highway 19  
Crystal River, Florida 34428

December 24, 2004

Florida Secretary of State  
Division of Corporation Fees  
P. O. Box 6327  
Tallahassee, Florida 32314

Gentlemen:

We are enclosing Articles of Incorporation for Southern Memories, Inc., along with a check for \$70 payable to the Secretary of State.

Thank you for your attention to this matter.

Regards,

  
Ted Ginda  
President/Treasurer

TG:jh

Enclosures

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04 DEC 27 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SOUTHERN MEMORIES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation to be effective as of January 1, 2005.

ARTICLE I. NAME.

The name of the corporation shall be Southern Memories, Inc.

ARTICLE II. PRINCIPAL OFFICE & MAILING ADDRESS.

The principal place of business of this corporation shall be: 1801 NW Highway 19, Crystal River, Florida 34428. The mailing address of this corporation shall be: 1801 NW Highway 19, Crystal River, Florida 34428.

ARTICLE III. PURPOSE

This corporation was organized to conduct all business deemed proper and necessary as a restaurant and lounge and to conduct all other legal business.

ARTICLE IV. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares, each share having a par value of \$1.00.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT.

The address of the initial registered office of this corporation is: 1801 NW Highway 19, Crystal River, Florida 34428, and the name of the initial registered agent of this corporation at the address is: Ted Ginda

ARTICLE VI. INITIAL BOARD OF DIRECTORS.

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws, but there shall always be at least one director. The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Ted Ginda	9385 W. Green Bay Lane Crystal River, Florida 34428
Helen Dalbow	4391 Leisure Boulevard Lecanto, Florida 34461

ARTICLE VII. OFFICERS.

The names of the officers of this corporation are:


Ted Ginda	-	President/Treasurer
Helen Dalbow	-	Vice President/Secretary

ARTICLE VIII. INCORPORATOR.

The name and address of the person signing these Articles of Incorporation is:

Ted Ginda  
9385 W. Green Bay Lane  
Crystal River, FL 34428

The undersigned has executed these Articles of Incorporation this 29th day of DECEMBER, 2004.

  
Ted Ginda

ACCEPTANCE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

  
\_\_\_\_\_  
Ted Ginda

Date: 12-24, 2004