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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/12/05

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January 31, 2005

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

RE: Harbour 42 Cafe, Inc.


Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation and Consent of Registered Agent for the above-referenced corporation, along with a check in the amount of \$78.75. Please file these Articles and send me a certificate of status.

Thank you for your time and attention to this matter. Should you have any questions or need any addition information, please contact me.

Very truly yours,

STILES TAYLOR & GRACE, P.A.


Mary Ann Stiles

MAS/142/MAS

ARTICLES OF INCORPORATION

OF

HARBOUR 42 CAFE, INC.

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

ARTICLE I

NAME

The name of this corporation shall be:

HARBOUR 42 CAFE, INC.

ARTICLE II

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares at One Dollar (\$1.00) par value common stock.

ARTICLE III

ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is: 315 Plant Avenue, Tampa, Florida 33606.

The corporation may from time to time move the principal office to any other address.

ARTICLE IV

INCORPORATOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MARY ANN STILES

The name and address of the person signing these Articles is: Mary Ann Stiles, 315 Plant Avenue, Tampa, Florida 33606.

ARTICLE V

REGISTERED AGENT

Mary Ann Stiles, 315 Plant Avenue, Tampa, Florida 33606, is hereby designated as the Registered Agent to accept service of process within the State of Florida, for and on behalf of this corporation.

ARTICLE VI

These Articles of Incorporation shall be effective immediately upon filing with the Secretary of State of the State of Florida.

ARTICLE VII

INDEMNIFICATION

The corporation shall indemnify any officers, directors, or any former officers or directors to the full extent permitted by law.

ARTICLE VIII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders and

approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and files the foregoing Articles of Incorporation under the laws of the State of Florida, this 31st day of January, 2005.



MARY ANN STILES

CONSENT TO APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the above-stated corporation, 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



MARY ANN STILES