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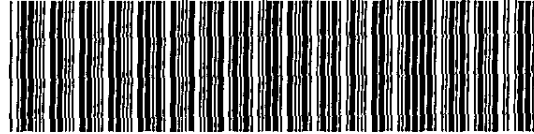
(Business Entity Name)

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05 MAY -6 AM 9:16
J. Shivers

J. Shivers MAY 09 2005

TRANSMITTAL LETTER

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

SUBJECT: ECLIPSE RESTAURANT, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: THOMAS R. WHITEMAN, Jr.
Name (Printed or typed)
5310 4th STREET NORTH
Address
ST. PETERSBURG, FL 33703
City, State & Zip
727 896-2727
Daytime Telephone number

RECEIVED
DIVISION OF CORPORATIONS
05/17/74 AM 9:56

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
ECLIPSE RESTAURANT, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby subscribes to these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation shall be Eclipse Restaurant, Inc.

ARTICLE II
DURATION

This corporation is to exist perpetually.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock, which shall be designated "Common Shares".

ARTICLE V
PREEMPTIVE RIGHTS

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

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CLERK OF DISTRICT COURT
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ARTICLE VI
INDEMNIFICATION

The corporation may indemnify any officer, director, employee or agent, or any former officer, director, employee or agent, to the extent permitted by law.

ARTICLE VII
PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and the initial registered office of this corporation is 5310 Fourth Street North, St. Petersburg, FL 33703, and the name of the initial registered agent of this corporation at that address is Thomas R. Whiteman, Jr.

ARTICLE VIII
MANAGEMENT OF BUSINESS

All corporate powers and the business and affairs of this corporation shall be exercised by or under the authority of its stockholders rather than by a Board of Directors. In the management of the business by the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the stockholders. Each stockholder shall be entitled to one vote in person or by proxy, for each share of voting stock held by him or her. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE IX

INITIAL OFFICERS

This corporation shall have three initial officers. The names and addresses of the persons who shall hold said offices for the first year of the corporation, or until their successors are elected or appointed, are as follows:

President:	^{S.} Barry S. Lees
Secretary:	Thomas R. Whiteman, Jr.
Treasurer:	Thomas R. Whiteman, Jr.

ARTICLE IX
INCORPORATOR

The Incorporator's name and address are:

Thomas R. Whiteman, Jr.
5310 Fourth Street North
St. Petersburg, FL 33703

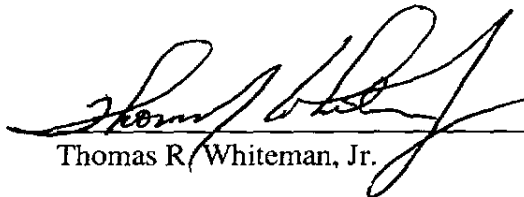
ARTICLE X
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE XI
AMENDMENT

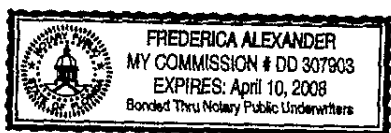
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation this 29th day of April, 2005.


Thomas R. Whiteman, Jr.

STATE OF FLORIDA
COUNTY OF ~~PINELLAS~~ LAKE

SWORN TO AND SUBSCRIBED before me on this 29th day of April, 2005,
by Thomas R. Whiteman, Jr., who is personally known to me, or produced Florida
Drivers License as identification, and known by me to be the person described in and
who executed the foregoing Articles of Incorporation.



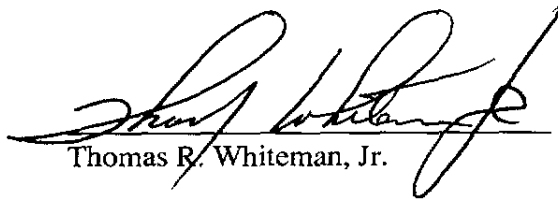

Notary Public

My commission expires: April 10, 2008

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

The undersigned, Thomas R. Whiteman, Jr., having an address identical with the registered office of the corporation named hereinabove, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of Eclipse Restaurant, Inc., a Florida Corporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Dated this 29th day of April, 2005.


Thomas R. Whiteman, Jr.

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CLERK OF COURT
DIVISION OF CORPORATIONS
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