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SECTION 101  
DIVISION 101

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## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Two Guys and a Girl, Inc.

- ☒ Art of Inc. File\_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File\_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File\_\_\_\_\_
- \_\_\_\_\_ L.C. File\_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File\_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark\_\_\_\_\_
- \_\_\_\_\_ Merger File\_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File\_\_\_\_\_
- \_\_\_\_\_ RA Resignation\_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal\_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement\_\_\_\_\_
- \_\_\_\_\_ Cert. Copy\_\_\_\_\_
- ☒ Photo Copy\_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing\_\_\_\_\_
- \_\_\_\_\_ Certificate of Status\_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name\_\_\_\_\_
- \_\_\_\_\_ Corp Record Search\_\_\_\_\_
- \_\_\_\_\_ Officer Search\_\_\_\_\_
- \_\_\_\_\_ Fictitious Search\_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search\_\_\_\_\_
- \_\_\_\_\_ Vehicle Search\_\_\_\_\_
- \_\_\_\_\_ Driving Record\_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File\_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search\_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval\_\_\_\_\_

Signature

Requested by:

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ARTICLES OF INCORPORATION  
OF  
TWO GUYS AND A GIRL, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 DEC -6 PM 3: 21

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned, as the sole incorporator of TWO GUYS AND A GIRL, INC. , ("Corporation") does hereby make, subscribe and file these Articles of Incorporation for the purpose of becoming a corporation under the Laws of the State of Florida.

ARTICLE I

NAME AND PRINCIPAL OFFICE - The name of this Corporation is TWO GUYS AND A GIRL, INC. The street and mailing address of the principal office of this Corporation is 6804 Daughtry Boulevard, South, Jacksonville, Florida 32210.

ARTICLE II

TERM OF EXISTENCE - The Corporation is to have perpetual existence. The time of the commencement of the corporate existence is the date and time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III

GENERAL PURPOSE OF CORPORATION - The general purpose of the Corporation and the nature of the businesses to be transacted by the Corporation is as follows:

(1) To engage in every aspect and phase of the operating, managing and conducting a bar and grill, tavern, lounge and similar products and other services related to the conduct of such business.

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(2) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph, or cemetery association, cooperative association, a building and loan association, mutual fire insurance association, fraternal benefit society, state fair or exposition.

(3) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.

(4) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(5) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(6) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(7) To such extent as a corporation organized under the Florida Business Corporation Act may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its properties; and in general, to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the Florida Business Corporation Act or under any act amendatory thereof, supplemental thereto, or in substitute thereof.

#### ARTICLE IV

CAPITAL STOCK - The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a nominal or par value of \$1.00.

#### ARTICLE V

ADDRESS AND AGENT - The street address of the principal office of the corporation is 6804 Daughtry Boulevard, South, Jacksonville, Florida 32210. The name and address of the initial registered agent of this corporation is Richard K. Jones, 501 West Bay Street, Jacksonville, Florida 32202.

#### ARTICLE VI

DIRECTORS - This corporation shall have not less than one (1), nor more than five (5) Directors, initially. The number of Directors may be increased or diminished from time

to time by the By-Laws adopted by the Stockholders. The name and address of the initial Board of Directors of the Corporation is:

Olga Kiely  
6804 Daughtry Boulevard, South  
Jacksonville, FL 32210

Richard Hurst  
15 Beech Avenue  
Mt. Vernon, NY 10553

Roger Hurst  
107 Foggintown Road  
Brewster, NY 10509

#### ARTICLE VII

INCORPORATORS - The name and address of the incorporator of this corporation is Richard K. Jones, 501 West Bay Street, Jacksonville, Florida 32202.

#### ARTICLE VIII

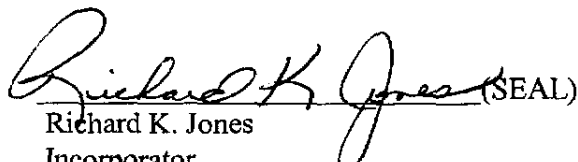
STOCK - The stock of this corporation may be issued pursuant to a plan as contemplated by Section 1244 of the Internal Revenue Code of 1986, as amended, and the Directors, Officers and Stockholders of the corporation are authorized to adopt such a plan.

#### ARTICLE IX

AMENDMENT - These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors and proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment


of these Articles of Incorporation be made. The Shareholders may amend the Articles of Incorporation without an act of the Directors at a meeting for which notice of the changes to be made is given.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Jacksonville, Florida, for the uses and purposes aforesaid, this 5<sup>th</sup> day of December, 2005.

  
Richard K. Jones  
Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared Richard K. Jones on this 5<sup>th</sup> day of December, 2005 and signed the above and foregoing in my presence for the purposes therein set forth.

  
NOTARY PUBLIC  
My commission expires:



Ruth C. Riggins  
MY COMMISSION # DD180447 EXPIRES  
March 24, 2007  
BONDED THRU TROY FAIN INSURANCE, INC.

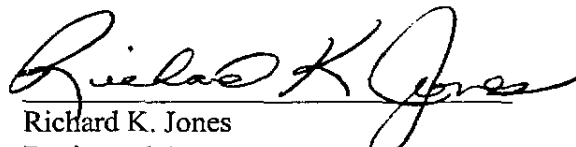
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Section 48.091 of the Florida Statutes, the following is submitted, in compliance with said Act:

First -- That TWO GUYS AND A GIRL, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at City of Jacksonville, County of Duval, State of Florida, has named Richard K. Jones of 501 West Bay Street, Jacksonville, Florida 32202, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the designation to act in said capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
Richard K. Jones  
Registered Agent

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DIVISION  
05 DEC -6 PM 3:22