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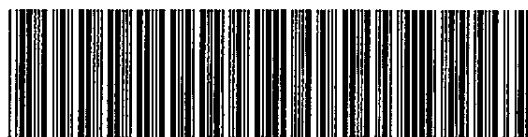
(Business Entity Name)

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CORPORATION
FLORIDA
02/03/06

CB

RAFOOL & RAFOOL, P.A.

ATTORNEYS AND COUNSELORS AT LAW

www.rafool.com

200 Lake Morton Drive

Suite 400

Lakeland, Florida 33801

Telephone: (863) 688-8228

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Raymond J. Rafool, II ,
raymond@rafool.com

Adam R. Cowhey
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Chrystal S. Martin
chrystal@rafool.com

Reply to:

LAKELAND

February 1, 2006

1519 Third Street, S.E.

Post Office Box 7326

Winter Haven, Florida 33883-7326

Telephone: (863) 299-3339

Facsimile: (863) 295-9702

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: M & D SPORTS PUB, INC.

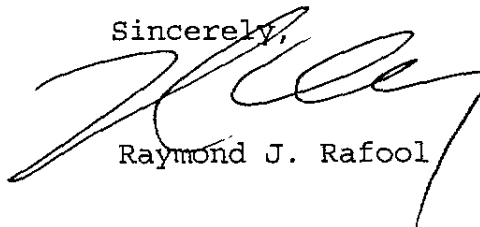
Dear Sir/Madam:

Enclosed herewith for filing in connection with the above-referenced matter, please find Articles of Corporation of M & D Sports Pub, Inc., Registered Agent form for said corporation, and check number 7624, in the amount of \$78.75, to cover the cost of your fee.

Please forward a certified copy to this office.

Thanking you in advance for your assistance in this matter.

Sincerely,



Raymond J. Rafool

RJR:lm
Enclosures
cc: Client

ARTICLES OF INCORPORATION

OF

M & D SPORTS PUB, INC.

FILED
27 FEB - 7 11 04
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is M & D SPORTS PUB, INC., whose address is 12435 Windmill Cove Drive, Riverview, Florida 33569.

ARTICLE II - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The total authorized capital stock of this Corporation shall be 1,000 shares of common stock at \$1.00 par value, all of said common stock fully paid and non-assessable.

ARTICLE IV - PREEMPTIVE RIGHTS

The shareholders of this Corporation shall have preemptive rights to the Corporation's common stock.

ARTICLE V - IDEMNITY

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation), by reason of

the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VI - TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VII - FLORIDA CONTROL-SHARE ACQUISITION

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (Sections 607.0901 through 607.0903, Fla.Stat.) shall not be applicable to this Corporation.

ARTICLE VIII - ADDRESS OF PRINCIPAL OFFICE(S)

The principal office of this Corporation shall be 12435 Windmill cove Drive, Riverview, Florida 33569, but the Corporation shall have the power to establish branch offices and other places of business at such other place within or without the State of Florida, as may be determined and deemed expedient by the Board of Directors.

ARTICLE IX - MAILING ADDRESS

The mailing address of this Corporation shall be 12435

Windmill Cove Drive, Riverview, Florida 33569, but the Corporation shall have the power to establish other mailing addresses at such other place within or without the State of Florida, as may be determined and deemed expedient by the Board of Directors.

ARTICLE X - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time according to By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE XI - ORIGINAL DIRECTORS

The names and addresses of the members of the first Board of Directors, are:

LOUIS V. DELEO: 300 Cypress Gardens Boulevard
Winter Haven, Florida 33880

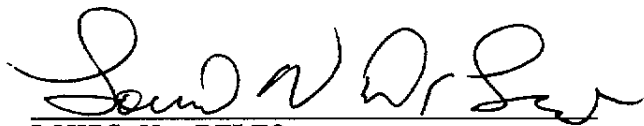
LARRY D. MCKINNEY: 12435 Windmill Cove Drive
Riverview, Florida 33569

ARTICLE XII - SUBSCRIBER

The name and address of the Subscriber to the Certificate of Incorporation of this Corporation, is:

LOUIS V. DELEO: 300 Cypress Gardens Boulevard
Winter Haven, Florida 33880

IN WITNESS WHEREOF, the Subscribers have hereunto set their hands and seals and acknowledges and files the foregoing Articles of Incorporation in the office of the Secretary of State, this 1st day of February, 2006.


LOUIS V. DELEO

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME personally appeared LOUIS V. DELEO, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, who is personally known to me or who has produced _____, as identification and who did (did not) take an oath, and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County of Polk and State of Florida, this 1st day of February, 2006.



Cynthia Arroyo

Notary Public
My Commission Expires: 2.2.07

CONSENT TO SERVE AS REGISTERED AGENT, CERTIFICATE
DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant of Section 48.091, Fla.Stat., the following is submitted, in compliance with said Section:

M & D SPORTS PUB, INC., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of RIVERVIEW, State of FLORIDA, has named, RAYMOND J. RAFOOL, II, RAFOOL & RAFOOL, P.A., located at 200 Lake Morton Drive, Suite 400, Lakeland, Florida, 33801, as its Agent to accept Service of Process within this State.

ACKNOWLEDGEMENT

Having been named as registered agent and to accept service of process for the above stated Professional Service 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 all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated this February 1, 2006.


REGISTERED AGENT

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

02/01/06 3:41 PM

11/11/06