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ALLEN N. JELKS, JR., P.A.

ATTORNEY AND COUNSELOR AT LAW

516 MCKENZIE AVENUE

PANAMA CITY, FLORIDA 32401

TELEPHONE (850) 784-0809

FACSIMILE (850) 784-0806

E-MAIL: ALLENJELKS@YAHOO.COM

July 13, 2006

Valerie Herring
Document Specialist
Corporate Records Bureau
DEPARTMENT OF STATE
P. O. Box 6327
Tallahassee, FL 32399

RE: CAPTAIN'S TABLE FISH HOUSE RESTAURANT, INC.
Reference No. W06000029973

Dear Valerie:

Please find enclosed herein a revised original and a copy of the proposed "Articles of Incorporation" for the new corporation to be known as CAPTAIN'S TABLE FISH HOUSE RESTAURANT, INC.

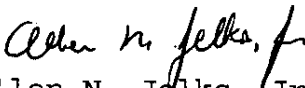
Please note that Article V in the Corporate Charter designates the place of business of the Corporation and the name and address of the Registered Agent.

Your assistance in this matter would be most appreciated. Please forward a certified copy of the Articles of Incorporation to our office.

Thank you.

Very truly yours,

ALLEN N. JELKS, JR., P.A.


Allen N. Jelks, Jr.

Enclosures: As Stated

cc: Mitch Holman



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 6, 2006

ALLEN N. JELKS, JR., P.A.
516 MCKENZIE AVENUE
PANAMA CITY, FL 32401

SUBJECT: CAPTAIN'S TABLE FISH HOUSE RESTAURANT, INC.
Ref. Number: W06000029973

We have received your document for CAPTAIN'S TABLE FISH HOUSE RESTAURANT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Herring
Document Specialist
New Filing Section

Letter Number: 606A00043687

ARTICLES OF INCORPORATION

OF

CAPTAIN'S TABLE FISH HOUSE RESTAURANT, INC.

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The undersigned subscriber to these Articles Of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is **CAPTAIN'S TABLE FISH HOUSE RESTAURANT, INC.**

ARTICLE II - NATURE OF BUSINESS

The general nature of business to be conducted by this Corporation shall be to do all things that now are or may hereafter be allowed to corporations by the laws of Florida even though the existing laws may hereafter be repealed.

ARTICLE III - DURATION

This Corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue one hundred shares of common stock, each share having the par value of \$10.00 per share.

**ARTICLE V - PRINCIPAL OFFICE ADDRESS
AND ACCEPTANCE BY REGISTERED AGENT**

The street address of the principal office of this Corporation is: 1110 Beck Avenue, Panama City, Florida 32401, and the name of the initial registered agent of this Corporation is THOMAS MITCHELL HOLMAN, whose address is 8919 N. Lagoon Drive, Panama City Beach, Florida 32408, who is familiar with and accepts the duties and responsibilities as registered agent for said Corporation.

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this Corporation is:

THOMAS MITCHELL HOLMAN
1110 Beck Ave.
Panama City, Florida 32401

ARTICLE VII - 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 (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII - INCORPORATORS

The name and address of the persons signing these Articles
Of Incorporation are:

THOMAS MITCHELL HOLMAN
1110 Beck Ave.
Panama City, Florida 32401

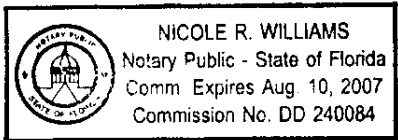
IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledged and filed the foregoing Articles Of Incorporation
under the laws of the State of Florida, this 12th day of July,
2006.

Thomas Mitchell Holman
THOMAS MITCHELL HOLMAN
Incorporator and Registered Agent

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DIVISION OF CORPORATIONS
06 JUL 14 PM 4:26

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 12th
day of July, 2006 by THOMAS MITCHELL HOLMAN, who is personally
known to me.



Nicole R. Williams
NOTARY PUBLIC
Nicole R. Williams
(Type or Print Name of Notary)
Commission No. DD240084
My Commission Expires: 8/10/07