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BRANDON J. RAFOOL, L.L.C.  
ATTORNEY AT LAW

Brandon J. Rafool



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June 18, 2008

**VIA FEDERAL EXPRESS**

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

RE: P & D Sports Pub, Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation of P & D Sports Pub, Inc, Certificate of Designation and Acceptance of Registered Agent, and check in the amount of \$78.75 to cover the cost of your fee.

Please forward a certified copy to this office via the enclosed envelope.

Thanking you in advance for your assistance in this matter.

Sincerely,

A large, stylized handwritten signature in black ink, appearing to read 'Brandon J. Rafool'.

Brandon J. Rafool

BJR:uic  
Enclosures

ARTICLES OF INCORPORATION

OF

P & D SPORTS PUB, INC.

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 P & D SPORTS PUB, INC., whose address is 300 Cypress Gardens Boulevard, Winter Haven, Florida 33880.

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

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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 300 Cypress Gardens Boulevard, Winter Haven, Florida 33880, 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 300 Cypress Gardens Boulevard, Winter Haven, Florida 33880, 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
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LARRY D. MCKINNEY:	8808 Alafia Cove Drive Riverview, Florida 33569
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#### 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
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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, on June 18, 2008.

  
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, on June 18<sup>th</sup>, 2008.



  
Notary Public

My Commission Expires: \_\_\_\_\_

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:

P & 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 PUNTA GORDA, State  
of FLORIDA, has named, BRANDON J. RAFOOL, ESQUIRE, located at 1519  
Third Street, S.E., Winter Haven, Florida 33880, 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 on June 18<sup>th</sup>, 2008.

  
REGISTERED AGENT

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