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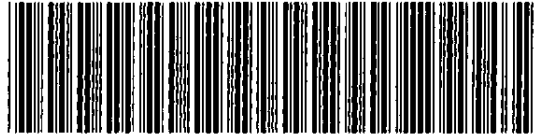
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09 APR 29 PM 4:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

ARTICLES OF INCORPORATION

09 APR 29 PM 4:47

OF

SHIPWRECK GRILL & BAR, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLES I - NAME

The name of the corporation is Shipwreck Grill & Bar, Inc.

ARTICLE II - NATURE OF BUSINESS

The general character, purpose, and nature of business to be transacted by this corporation is as follows:

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, now or hereafter erected on any lands owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporations. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds improved or any right or interest therein.

(b) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful, in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied or dispose of any personal property at any time owned or held by this corporation.

(c) To carry on in any capacity any business or trade deemed legal in the State of Florida.

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

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

(f) To become a partner with any person or persons, corporation, or any other business entity an engage in the same or other, or any character of business legal in the State of Florida.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of 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.

(h) To enter into, make, preform an carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculate to facilitate the same.

(i) To carry on any or all of its operations and business, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise, and enjoy all of the general powers of like corporations.

(j) To do any or all of the things herein set forth to the same extent as natural persons might or could do; and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and preform all such things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers, or clauses of this Article or any other Articles; but that the objects and powers regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock, each share having a par value of \$10.00. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the Board of Directors; provided, however, that in the event such designation is specifically made by the Board of Directors, said stock shall be deemed voting.

Authorized capital stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this Corporation shall begin business is \$1,000.00.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is to be at 2136 Azore Court, Jacksonville, Florida 32216. The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.


ARTICLE VII - RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Shipwreck Grill & Bar, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Article of Incorporation at the city of Jacksonville, Florida, County of Duval, has named David R. DeLoach, located at 2136 Azore Court, Jacksonville, Duval County, Florida, 32216, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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



DAVID R. DELOACH, REGISTERED AGENT

ARTICLE VIII - DIRECTORS

The corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time by the By-laws, but shall never be less than one.

ARTICLE IX - INITIAL DIRECTOR

The name and street address of the initial director who shall hold office until his successor is elected and has been qualified is as follows:

Cheryl D. DeLoach - 2136 Azore Court, Jacksonville, Florida, 32216.

ARTICLE X - SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation, the number of shares agreed to take and the value of the consideration therefore are as follows:

Name	Address	No. of Shares	Amount
David R. DeLoach	2136 Azore Court, Jacksonville, FL	100	\$1,000.00
Cheryl D. DeLoach	2136 Azore Court Jacksonville, FL	100	\$1,000.00


ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall be effective on the date of their filing.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 20th day of March, 2009.



DAVID R. DELOACH, PRESIDENT OF
SHIPWRECK GRILL & BAR, INC.

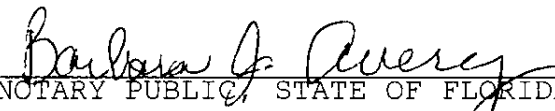


DAVID R. DELOACH, VICE PRESIDENT
OF SHIPWRECK GRILL & BAR, INC.

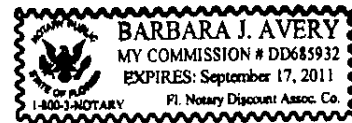
STATE OF FLORIDA
COUNTY OF DUVAL.

Before me, the undersigned Notary Public, personally appeared DAVID R. DELOACH, to me well known and known to me to be the individual described in and first being duly sworn, executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the County and State named above this 25 day of March, 2009.



NOTARY PUBLIC, STATE OF FLORIDA




**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091, and 607.034, Florida Statutes,
the following is submitted:

First, that Shipwreck Grill & Bar, Inc., desiring to organize or
qualify under the laws of the State of Florida, with its principal place
of business at 2136 Azore Court, Jacksonville, Florida 32216 has named
David R. DeLoach as its agent to accept service of process within Florida.

DATED this 20th day of March, 2009.




DAVID R. DELOACH, DIRECTOR

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Second, that having been named as registered agent and to accept
service of process for the above stated corporation, at the place
designated in this certificate, I hereby agree to act in this capacity,
and I further agree to comply with the provisions of all statutes relating
to the proper and complete performance of my duties, and I am familiar
with and accept the obligations of my position as registered agent.

Dated this 20th day of March, 2009.



DAVID R. DELOACH, REGISTERED AGENT

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TALLAHASSEE, FLORIDA

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