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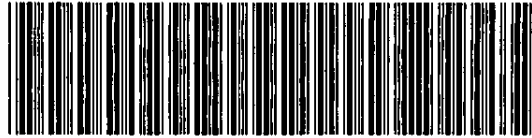
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C McNAIR

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Adron H. Walker
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♦Also admitted in NH and MA
*Florida Bar Board Certified in Wills, Trusts and Estate Law
♦Florida Bar Board Certified in Business Litigation

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GOETHE, HOONHOUT,
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January 13, 2016

Florida Department of State
Division of Corporations
Amendments Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Via UPS – 1Z F22 876 13 9351 5035

Re: The Ugly Grouper Bar & Grill, Inc.
The Ugly Grouper Rental Fun, Inc.
R & R FL, Inc.
Florida LandBiz, LLC
The Marina Drive, LLC

Dear Sir/Madam:

Please find enclosed the following for filing accordingly:

1. Amended and Restated Articles of **Incorporation** of The Ugly Grouper Bar & Grill, Inc. (\$35.00);
2. Amended and Restated Articles of **Incorporation** of The Ugly Grouper Rental Fun, Inc. (\$35.00);
3. Amended and Restated Articles of **Incorporation** of R & R FL, Inc. (\$35.00);
4. Amended and Restated Articles of **Organization** of Florida LandBiz, LLC (\$25.00); and
5. Amended and Restated Articles of **Organization** of The Marina Drive, LLC (\$25.00).

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DIVISION OF CORPORATIONS
16 JAN 14 11:17 C

BRADENTON
3119 Manatee Ave. W.
Bradenton, FL 34205

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Sarasota, FL 34236

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SARASOTA-FRUITVILLE
Foundation Park
2639 Fruitville Rd., #102
Sarasota, FL 34237
Telephone (941) 827-2222
Facsimile (941) 952-3005

ANNA MARIA ISLAND
5914 Marina Dr.
Holmes Beach, FL 34217

Telephone (941) 778-7721
Facsimile (941) 779-2042

STATE ROAD 70 EAST
9020 58th Dr. E.
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Bradenton, FL 34202
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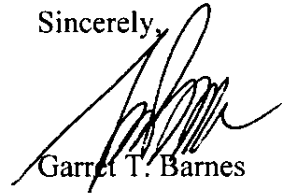
PARRISH
8405 U.S. Hwy. 301 N.
Suite 103
Parrish, FL 34219
Telephone (941) 778-7721
Facsimile (941) 776-4816

Division of Corporations
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Also enclosed is our firm's check in the amount of \$155.00 representing payment of the filing fees together with a UPS envelope (pre-paid) for your convenience in returning the filed documents.

Should you have any questions, please feel free to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Garrett T. Barnes", written over the printed name.

Garrett T. Barnes

GTB:g
Enclosures as stated.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE UGLY GROUPER BAR & GRILL, INC.**

FILED STATE
SECRETARY OF CORPORATIONS
16 JAN 14 AM 7:01

The undersigned Incorporator subscribing to these Articles of Incorporation, being competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be THE UGLY GROUPER BAR & GRILL, INC., and its initial mailing address will be 5704 Marina Drive, Holmes Beach, FL 34217. The initial street address of the Company's principal office is 5704 Marina Drive, Holmes Beach, FL 34217.

ARTICLE II

The purpose of this Corporation is to engage in any and all business not prohibited by the Laws of the State of Florida.

This Corporation shall have all powers given corporations under the Laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time shall be One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00).

ARTICLE IV

This Corporation is to exist perpetually.

ARTICLE V

The name of the Registered Agent is Adron H. Walker, and the street address of the registered office of this Corporation is 3119 Manatee Avenue West, Bradenton, Florida 34205. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI

The name and address of the Incorporator of this Corporation is:

G. Michael Ross
5704 Marina Drive
Holmes Beach, FL 34217

ARTICLE VII

These Articles of Incorporation may be amended or revised and new Articles of Incorporation may be added only if such amendment, revision, or addition is approved by a 75% majority of all of the Corporation's stock issued and outstanding and entitled to vote thereon, either by (a) votes taken at an annual meeting or at a special meeting if notice of the proposed amendment, revision, or addition is contained in the notice of such special meeting; or (b) written consent to action pursuant to Florida Statutes Section 607.0704, as subsequently amended or revised.

ARTICLE VIII

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Directors, subject to any limitations set forth in Chapter 607 of the Florida Statutes and the following:

a. Without having first obtained an affirmative vote of a majority of the issued and outstanding stock, given at an annual meeting or special meeting called for that purpose, or authorization by unanimous written consent of the Shareholder(s), neither the Director(s) nor the Officers shall cause or permit the Corporation to:

i. Sell, convey, transfer, assign, mortgage, refinance, pledge, encumber, trade, exchange, or otherwise dispose of, or lease for more than 15 years, or execute and deliver any deed, mortgage, or lease of, any of the Corporation's real property, or any part or interest thereof, or;

ii. File a petition in bankruptcy, make a general assignment for the benefit of creditors or application for other such relief available under similar laws or regulations, or;

iii. Hire, terminate, or modify the terms of employment of any Director or officer, or;

iv. Cause this Corporation to enter into a joint venture or partnership with any other person or entity, or;

v. Invest in the debt or equity of any other entity, or;

vi. Authorize this Corporation to be a party to any merger, consolidation, reclassification, reorganization, conversion or other similar transaction, or;

vii. Expend more than \$10,000.00 on any one good or service.

b. Without having first obtained the approval by a 75% majority vote of all of the Corporation's stock issued and outstanding and entitled to vote thereon, amend the Articles of Incorporation or Bylaws of the Corporation to:

i. Increase or decrease the par value of shares or the number of authorized shares of the Corporation's stock;

ii. Divide or combine any shares of the Corporation's stock;

iii. Authorize or issue classes of shares of the Corporation's stock;

iv. Authorize or prohibit the issuance of shares, share dividends, or rights, options or warrants for the purchase of shares of the Corporation's stock;

v. Acquire the Corporation's own shares, reissue acquired shares, or redeem or convert outstanding shares of the Corporation's stock;

vi. Modify the duration of this Corporation;


vii. Amend this Article;

viii. Dissolve or terminate the existence of this Corporation, or;

ix. Do any act that is prohibited by, or fail to do any act that is required by, a resolution of the Board of Directors.

ARTICLE IX

Pursuant to the provisions of Section 607.1006, Florida Statutes, these Amended and Restated Articles of Incorporation were adopted on December 31, 2015, and shall be effective upon the filing of these Amended and Restated Articles of Incorporation with the Secretary of State. There is only one voting group of shareholders, being the common stockholders, and the number of votes cast in favor of these Amended and Restated Articles of Incorporation was sufficient for approval by said common stockholders.



G. Michael Ross, President

I hereby accept designation as Registered Agent of the above-named corporation, and I am familiar with and accept the obligations of the position.



Adron H. Walker, Registered Agent