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*** QUOTATION ***

INVOICE # WILLIE

1/05/95

CUSTOMER # POLK01

CAPITAL CONNECTION, INC.
P.O. BOX 10349

TALLAHASSEE, FL 32302
904-224-8870
CLIENT REF # JW12

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****122.50 ****122.50

CLIENT REP: JULIA WATSON

DOCUMENT FILING, W/CC, AM RUSH, SHIPPING/HANDLING
ART WITH CERT COPY FOR:
WILLIE'S, INC.

JAN 5 1995 BSB

RECEIVED
95 JAN -5 AM 10:45
DIVISION OF CORPORATION

FILED
95 JAN -5 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE OF INCORPORATION
OF
WILLIE'S, INC.**

FILED
05 JAN -57 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopts the following **Articles of Incorporation**.

ARTICLE I - NAME

The name of the corporation shall be **WILLIE'S, INC.**

The principal place of business of this corporation shall be 1145 Enterprise Drive, Port Charlotte, Florida.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual.

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is to engage in purchase of and operate under Florida liquor license and all lawful business for which corporation may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is One hundred (100), all of which shall be common shares with a par value of one dollar (\$1.00) per share.

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten (10) persons. Stock will be issued and transferred only to (1) natural persons, (2) estates, or (3) a trust described in title 26 United States Code Section 1371 defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE V - PRE-EMPTIVE RIGHTS

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the primary stockholders and thereto the corporation at the fair market value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent registered or certified mail to the stockholders of the corporation and then to the corporation's principal place of business; and shall remain open for acceptance for a period of thirty (30) days from the date of mailing. If the stockholders and the corporation fail or refuse within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

Upon the death of the stockholder, the aforementioned provisions shall be binding on the heirs, beneficiaries, executor, administrator or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be: **1145 Enterprise Drive, Port Charlotte, Florida** and the name of the initial registered agent is **WILLIAM G. NOLAN, JR.**

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Board of Directors of the corporation shall consist of one (1) member.

The name and street address of the first Board of Director is:

NAME**ADDRESS****WILLIAM G. NOLAN, JR.****1145 Enterprise Drive
Port Charlotte, Florida 33952****ARTICLES VI - INCORPORATORS**

The name and street address of the incorporator to these Articles of Incorporation is:

NAME**ADDRESS****WILLIAM G. NOLAN, JR.****1145 Enterprise Drive
Port Charlotte, Florida 33952****ARTICLE IX - BY LAWS**

The power to make, alter, amend, and repeal the Bylaws of the corporation shall be reserved to the stockholders of the corporation.

The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

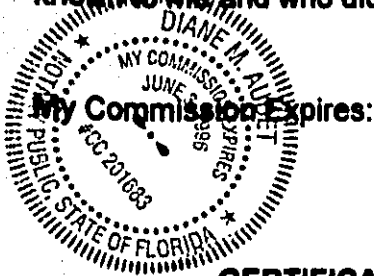
IN WITNESS WHEREOF, I have subscribed my name and have executed these Articles of Incorporation on this 3rd day of January, 1995.



INCORPORATOR

STATE OF FLORIDA
COUNTY OF CHARLOTTE

THE FOREGOING INSTRUMENT was acknowledged before me on this 3rd day of January, 1995 by WILLIAM G. NOLAN, JR., who is personally known to me and who did take an oath.



NOTARY PUBLIC

State of Florida-at-Large

Sign: Diane M. Audet

Print: Diane M. Audet

**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 WILLIE'S, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1145 Enterprise Drive, Port Charlotte, Florida, has named WILLIAM G. NOLAN, JR., located at 1145 Enterprise Drive, Port Charlotte, Florida 33952, as its agent to accept service of process within Florida.

DATED this 3rd day of January, 1995.

William G. Nolan, Jr.
WILLIAM G. NOLAN, JR.

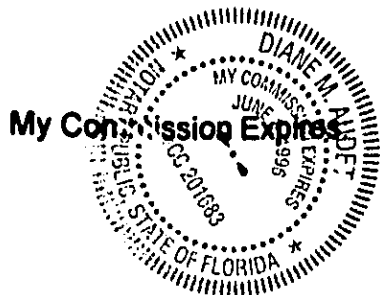
HAVING BEEN NAMED to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to

act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


WILLIAM G. NOLAN, JR.
Registered Agent

STATE OF FLORIDA
COUNTY OF CHARLOTTE

THE FOREGOING INSTRUMENT was acknowledged before me this 3rd day of January, 1995, by **WILLIAM G. NOLAN, JR.**, who is personally known to me and who did take an oath.



NOTARY PUBLIC

State of Florida-at-Large

Sign: Diane M. Audet

Print: Diane M. Audet