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*Admitted in R.S.A. only*

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## EFFECTIVE DATE

February 13, 1995

Via Overnight

Secretary of State  
State of Florida  
Corporation Department  
409 E. Gaines Street  
Tallahassee, Florida 32399

RECEIVED FEB 16 1995  
00:15:29 - 01:09:00  
\*\*\*122.50 \*\*\*122.50

Re: Banana's Restaurant & Lounge, Inc.

Dear Sir or Madam:

Enclosed you will find the Articles of Incorporation for the above-referenced corporation, fully executed, for filing with the Florida Secretary of State.

I have enclosed a check made payable to the Florida Secretary of State in the amount of \$122.50 for the cost of filing said Articles. Please forward a certified copy of the Articles to the undersigned.

Thank you for your assistance and please do not hesitate to call me if you have any questions.

Very truly yours,

J. Kevin Drake

J. KEVIN DRAKE

JKD/lis  
Encls.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 FEB 14 AM 10:07

KAN 2-16

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 FEB 14 AM 10:07

EFFECTIVE DATE  
2-13-95

ARTICLES OF INCORPORATION

OF

BANANA'S RESTAURANT & LOUNGE, INC.

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

The name and principal office of this Corporation are:

BANANA'S RESTAURANT & LOUNGE, INC.  
3904 South Tamiami Trail  
Sarasota, Florida 34231

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3904 South Tamiami Trail, Sarasota, Florida 34231, and the name of the initial registered agent of this Corporation at that address is Donna J. Workman.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall be:

Donna J. Workman  
Address:  
3904 South Tamiami Trail  
Sarasota, Florida 34231

ARTICLE VI - RESTRICTIONS ON MEMBERSHIP TO  
BOARD OF DIRECTORS

This Corporation shall have One (1) director initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

Donna J. Workman  
3904 South Tamiami Trail  
Sarasota, Florida 34231

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders, and except to the extent limited by the shareholders, in the Board of Directors.

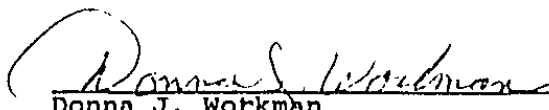
ARTICLE IX - DURATION

The existence of this Corporation shall commence on the date of subscription and acknowledgment of these Articles, and shall be perpetual.

ARTICLE X - AMENDMENT

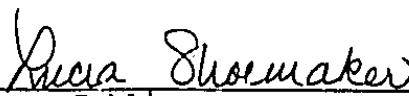
This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

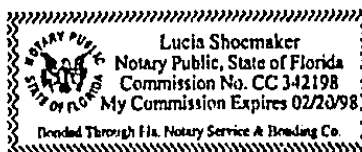
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13<sup>th</sup> day of Feb., 1995.

  
Donna J. Workman  
Incorporator

STATE OF FLORIDA  
COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me this 13<sup>th</sup> day of February, 1995, by Donna J. Workman, who is personally known to me or who produced \_\_\_\_\_ as identification and who did not take an oath.

  
Notary Public  
Print Name: Lucia Shoemaker  
My Commission expires: \_\_\_\_\_  
[SEAL]



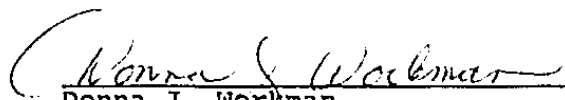
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 46.091, Florida Statutes, the following is submitted in compliance with said Act:

First--That BANANA'S RESTAURANT & LOUNGE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Sarasota, County of Sarasota, State of Florida, has named Donna J. Workman, located at 3904 South Tamiami Trail, Sarasota, Florida 34231, County of Sarasota, State of Florida, as its agent to accept service of process within this state.

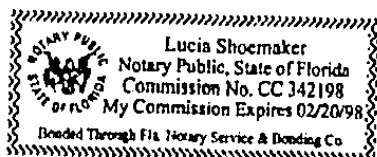
ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)


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

  
\_\_\_\_\_  
Donna J. Workman  
Resident Agent

STATE OF FLORIDA  
COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me this 13<sup>th</sup> day of February, 1995, by Donna J. Workman, who is personally known to me or who produced \_\_\_\_\_ as identification and who did not take an oath.



  
\_\_\_\_\_  
NOTARY PUBLIC  
Print Name: Lucia Shoemaker  
My Commission expires: \_\_\_\_\_  
[SEAL]