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TOMMY E. McPHERSON

ATTORNEY AT LAW

601 NEW WARRINGTON ROAD • PENSACOLA, FLA. 32506
TELEPHONE 453-9549 AREA CODE 904

March 17, 1994

Department of State
Divisions of Corporations
The Capitol
Tallahassee, FL 32304

RE: GULAS AT THE BEACHSIDE, INC.

Dear Sir or Madam:

We enclose the original and a copy of Articles of Incorporation for Gulas at the Beachside, Inc., and our check in the amount of \$122.50 computed as follows:

| | |
|---------------------|---------|
| Filing Fee..... | \$35.00 |
| Certified Copy..... | \$52.50 |
| Registered Agent | |
| Designation..... | \$35.00 |

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****122.50 ****122.50

Please certify the copy of the articles and return it to my office at the address above. I appreciate your assistance in this matter.

Sincerely yours,

Tommy E. McPherson
Tommy E. McPherson

TEM/rm
Enclosures

ALB
3-23

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95 MAR 22 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GULAS AT THE BEACHSIDE, INC.**

ARTICLE ONE

The name of the corporation is GULAS AT THE BEACHSIDE, INC.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To operate a restaurant business.
2. To transact in any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The corporation is authorized to issue one thousand (1000) shares of common stock without par value.

ARTICLE FIVE

Every shareholder upon the sale for cash of any new stock of this corporation, of the same kind, class or series as that which he already holds, has the right to purchase his pro-rata share at the price at which it is offered to others. In the event that a shareholder desires to sell his shares in the company, he shall first offer the shares to the other shareholders in writing, at the existing market value.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE SIX

The street address of the initial registered office of the corporation is 14 Via DeLuna Drive, Pensacola Beach, Florida 32561, and the name of its initial registered agent at such address is ROBERT L. DREW. The mailing address is 14 Via DeLuna Drive, Pensacola Beach, Florida 32561.

ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is (4) Four. The name and address of the persons who are to serve as the initial directors are:

ROBERT L. DREW
President

14 Via DeLuna Drive
Pensacola, Florida 32561

ROGER C. BRESSLER
Vice President/
Secretary Treasurer

14 Via DeLuna Drive
Pensacola Beach, FL 32561

GUS B. GULAS
Vice President

1905 Mayland Lane
Birmingham, AL 35216

BILLY H. HUGHES
Vice President

14 Via DeLuna Drive
Pensacola Beach, FL 32561

ARTICLE EIGHT

The name and address of the incorporators are:

ROBERT L. DREW
President

14 Via DeLuna Drive
Pensacola, Florida 32561

ROGER C. BRESSLER
Vice President/
Secretary Treasurer

14 Via DeLuna Drive
Pensacola Beach, FL 32561

GUS B. GULAS
Vice President

1905 Mayland Lane
Birmingham, AL 35216


BILLY H. HUGHES
Vice President

14 Via DeLuna Drive
Pensacola Beach, FL 32561

Executed by the undersigned at Pensacola, Escambia County, Florida, on
this 17th day of March, 1995.


ROBERT L. DREW


ROGER C. BRESSLER


GUS B. GULAS


BILLY H. HUGHES

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before me personally appeared Robert L. Drew, Roger C. Bressler, Gus B. Gulas and Billy H. Hughes, to me well known and known to me to be the persons described in and who executed the foregoing instrument upon oath and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 17th day of March, 1995.


NOTARY PUBLIC
My Commission Expires: 11-7-95



ROBIN M. MCPHERSON
MY COMMISSION # CC 157145 EXPIRES
November 7, 1995
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY RESIDENT AGENT

I CERTIFY THAT I am a permanent resident of Escambia County, Florida, doing business at the registered office at 14 Via DeLuna Drive, Pensacola Beach, Florida 32561. I hereby accept the foregoing designation as Resident Agent.

Dated at Pensacola, Escambia County, Florida, on this 17th day of March, 1995.



RESIDENT AGENT

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TALLAHASSEE, FLORIDA