


MARK D. DAVIS

Attorney At Law

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P95000031708 

April 15, 1995

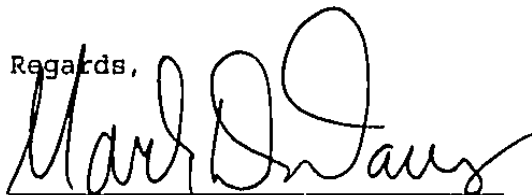
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-04/19/95--01082--010
***131.25 ***131.25

RE: Nick's of Northwest Florida, Inc.

Enclosed is the original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation. Please provide a certificate of status and a certified copy of the articles. A check of \$131.25 is enclosed. This represents the fees for the Articles of Incorporation filing, the Designation of and Acceptance of Registered Agent, Certificate of Status and Certified Copy of the Articles of Incorporation. Your prompt response is appreciated.

Regards,



Mark D. Davis

MDD.md

cc: Mr. and Mrs. Frank Nick
200 12 Oaks Lane
Freeport, Florida 32439

APR 24 1995 BSB

FILED
APR 19 1995
DEPT. OF STATE
TALLAHASSEE, FLA.

FILED

95 APR 19 AM 11:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
NICK'S OF NORTHWEST FLORIDA, INC.**

The undersigned, acting as incorporators of a corporation pursuant to the Chapter 607, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

**ARTICLE ONE
NAME**

The name of the corporation is NICK'S OF NORTHWEST FLORIDA, INC.

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is perpetual unless dissolves according to law. Corporate existence shall commence at the time these Articles of Incorporation are filed by the Department of State

**ARTICLE THREE
PURPOSE OR PURPOSES**

The purpose or purposes for which this corporation is organized is:

(1) To engage in the dispensing of alcoholic beverages and food, operating as a bar, restaurant, and generally to purchase or otherwise acquire bars, restaurants and retail fish markets, and to own, hold, lease, rent, or sell such business or businesses; and

(2) To engage in any other necessary and lawful business activity allowed by law.

**ARTICLE FOUR
CAPITALIZATION**

The number of share of stock that this place corporation is to have outstanding at any one time is ten and shall have no par value.

**ARTICLE FIVE
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 200 12 Oaks Lane, Freeport, Florida 32439; and the name of its initial registered agent at such address, is FRANK A. NICK, JR.

**ARTICLE SIX
DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is four. The names and addresses of each person who is to serve as a member of the initial board of directors are:

FRANK A NICK, JR.
220 12 Oaks Lane
Freeport, Florida 32439

BONNIE W. NICK
220 12 Oaks Lane
Freeport, Florida 32439

CHARLES CAREY NICK
220 12 Oaks Lane
Freeport, Florida 32439

FRANK A. NICK, III
220 12 Oaks Lane
Freeport, Florida 32439

**ARTICLE EIGHT
INCORPORATOR**

The name and address of each incorporator is:

FRANK A NICK, JR.
220 12 Oaks Lane
Freeport, Florida 32439

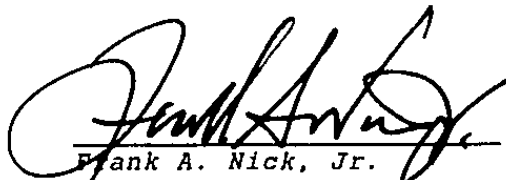
**ARTICLE NINE
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation is C-30-A at Blue Mountain Beach, Santa Rosa Beach, Florida 32459.

**ARTICLE TEN
SUBCHAPTER S CORPORATION**

This corporation is organized as a Subchapter S Corporation under the applicable law as found in the Federal Statutes.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 10th day of April, 1995.


Frank A. Nick, Jr.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

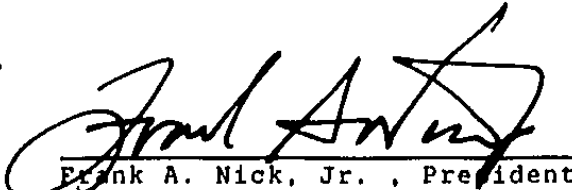
To: The Department of State
Tallahassee, Florida 32304

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

In compliance with Section 607.325 of the Florida General
Corporation Act, the following is submitted:

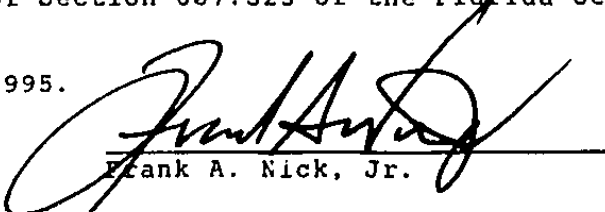
NICK'S OF NORTHWEST FLORIDA, INC., with its place of business
at C-30-A at Blue Mount Beach, Santa Rosa Beach, Florida, has
named Frank A. Nick, Jr., located at 220 12 Oaks Lane, City of
Freeport, State of Florida, as its agent to accept service of
process within Florida.

Dated April 10, 1995.


Frank A. Nick, Jr., President

Having been named 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 relative to
the proper and complete performance of my duties, and I accept the
duties and obligations of Section 607.325 of the Florida General
Corporation Act.

Dated April 10, 1995.


Frank A. Nick, Jr.

STATE OF FLORIDA
COUNTY OF WALTON

The foregoing was acknowledged before me this 10th day
of April, 1995, by FRANK A. NICK, JR., who
produced an identification a valid Florida Driver's License
and who did not take an oath.



MELLODY L. HUGHES
My Commission CC301671
Expires Jul. 12, 1998
Bonded by HAI
800-422-1508

Melody L. Hughes
Notary Public (7-12-98)
My Commission Expires: