

OMNI

**Tax & Financial
Advisors, Inc.**

B.E.C. Registered Investment Advisors

2203 N. Lois Avenue • Suite 705
Tampa, Florida 33607

(813) 871-2000

P95000041286

May 16, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-05/22/95 -01079 --013
****122.50 ****122.50

Dear Sirs:

Attached are the Articles of Incorporation for Toomy LCN Inc., along with a check made payable to the Division of Corporations of \$122.50.

Please send the certified copy of the Articles to:

Kathy Baggett Church
Omni Tax & Financial Advisors, Inc.
2203 N. Lois Avenue
Suite 705
Tampa, Florida 33607

If you have any questions or require more information, please call (813) 871-2000.

Sincerely,

Kathy Baggett Church

Kathy Baggett Church

KBC/vb

enclosures: Articles of Incorporation
Toomy LCN, Inc.

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Tax Planning • Investment Advice • Retirement Planning

Securities Through G.A. Repple & Co. A Registered Broker-Dealer Member NASD/SIPC

ARTICLES OF INCORPORATION
OF
Toomy LCN, Inc.

The undersigned, desiring to form a corporation for profit pursuant to the Laws of the State of Florida, do hereby certify as follows:

ARTICLE I

The name of the Corporation shall be: Toomy LCN, Inc.

ARTICLE II

The Corporation shall be entitled to engage in any activity permitted under the laws of the State of Florida.

ARTICLE III

The capital stock of the Corporation shall be divided into shares of \$0.25 par value, with 1000 shares of common authorized, and each share shall entitle the holder thereof to vote at any meeting of the shareholders. All or any part of said capital stock may be paid for in cash, with property or in labor or services, at a valuation fixed by the incorporators or by the board of directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

ARTICLE IV

The amount of capital with this Corporation shall begin business will be a minimum of \$100.00.

ARTICLE V

The Corporation shall have perpetual existence.

ARTICLE VI

The principal office of the Corporation shall be located at 7701 Newport Lane Parkland, Florida 33067 but the Corporation shall have power to establish branch offices and other places of business at such other places within or without the State of Florida, as may be determined and deemed expedient by the Directors.

ARTICLE VII

The board of directors of the Corporation Shall not be less than one (1) nor more than (7) unless otherwise provided in the By-Laws. A quorum for the transaction of business shall be a majority of Directors qualified and acting unless otherwise provided in the By-laws. The directors may make or amend the By-laws: the meeting of Directors may be held within or without the State of Florida. A person shall not have to be a stockholder in order to qualify as a Director.

ARTICLE VIII

The name and address of the members of Board of Directors who shall hold for office for the first year or until successors are duly elected and qualified shall be:

Kevin W. Toomy;
7701 Newport Lane
Parkland, Florida 33067

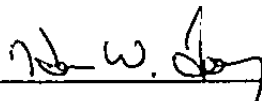
President/Treasurer
Vice-President/Secretary

ARTICLE IX

The time and place of the annual stockholders meeting shall be on January 1st of each and every year at the principal office of the Corporation unless otherwise fixed in the By-laws or the resolution of the Board of Directors and any stockholder may waive notice thereof before or after the meeting.

The Board of Directors shall be elected annually by Stockholders at their annual meeting or at a special meeting held for the purpose. All vacancies in the Board shall be filled by the Board until the next annual meeting and the Board shall have the right to increase or decrease its number of Directors within the limits of this Charter.

IN WITNESS WHEREOF, I, the subscriber have executed these Articles of Incorporation, this 16th day of May 1995.



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

In pursuant of Chapter 48.091, Florida Statues, the following is submitted in compliance with said Act:

FIRST-- that desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, Toomy LCN, Inc. has named Kevin W. Toomy as its agent to accept service of process within the State at:

7701 Newport Lane
Parkland, Florida 33067

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to provisions of said Act relative to keeping open said office.



Registered Agent

973183 200003

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgements in the State and County named above, personally appeared Kevin W. Toomy to me well known to be the person described in the foregoing Articles of Incorporation, as subscriber and who executed the foregoing and acknowledged that he subscribed to these Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 16th day of May, 1995.

Kathleen Baggett Church

Notary Public

My commission expires:



P95000041286

ARTICLES OF MERGER
Merger Sheet

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MERGING:

HOPS GRILL & BREWERY, INC., K62070, HOPS OF CARROLLWOOD, INC.,
S02285, HOPS OF GREATER ORLANDO, INC., P94000006173, HOPS OF
GREATER WEST PALM BEAC

H, INC., P94000058635, HOPS OF NORTH TAMPA, INC., P94000005924,
HOPS OF NORTHEAST FLORIDA, INC., P92000007321, HOPS OF PALM
HARBOR, INC., S08257, H

OPS OF PORT RICHEY, INC., P94000017449, HOPS OF ST. PETERSBURG,
INC., P93000014724, HOPS OF SOUTH FLORIDA, INC., P96000073132,
HOPS OF SOUTH TAMPA

, INC., V14366, HOPS OF SOUTHEAST FLORIDA, INC., P95000033882, HOPS
OF THE CAROLINAS, INC., P96000061452, HOPS OF THE ROCKIES, INC.,
P96000003850,

HOPS PARTNERS, INC., P93000062566, HOPS PARTNERS II, INC.,
P93000039396, HOPS PARTNERS III, INC., P93000014726 AND TOOMY LCN,
INC., P95000041286,
ALL ACTIVE FLORIDA CORPORATIONS,

INTO

HG ACQUISITION CORP., a Florida corporation, P97000009985

File date: March 13, 1997

Corporate Specialist: Darlene Connell