

813/ 625-6801

Joel O. Lederer  
Attorney at Law

2733 B Tamiami Trail  
Port Charlotte, Florida 33952

June 6, 1995

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

RE: Incorporation of CHARLOTTE HARBOR RAW BAR, INC.

Dear Sir:

Enclosed herewith please find the original and one (1) copy of the Articles of Incorporation, which includes therein the acceptance of the registered agent.

Additionally, enclosed is my trust account check #1530 payable in the amount of \$131.25 to cover the following expenses: filing fees, registered agent designation, certified copy of Articles of Incorporation, and Certificate of Status.

Your attention to and cooperation in this matter is greatly appreciated.

Yours very truly,

Joel O. Lederer

JOL:ks

Enclosures as stated

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CHARLOTTE HARBOR RAW BAR, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:  
  
CHARLOTTE HARBOR RAW BAR, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be engaged in is the operation of a restaurant, bar and lounge, together with all attendant activities in furtherance thereof.

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

In connection with said business, this corporation shall have the following powers, which powers shall not be deemed to exclude those other corporate powers granted by law.

To contract debts, borrow money and issue and sell or pledge notes and other evidences of indebtedness, and execute such

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mortgages, transfer of corporate property or other instruments to secure the payment of corporate indebtedness as required.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states and countries.

To purchase, hold, sell and transfer shares of its own capital stock, provided that the corporation shall purchase none of its own capital stock, except from the surplus of its assets over its liabilities, including capital, and shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders quorum or vote.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock, having a nominal or par value of One Dollar (\$1.00) per share. The considerations to be paid for each share shall be in money, property or services. The Board of Directors shall determine the reasonable value of all considerations other than money paid for such shares, and its

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determination, made in good faith, shall be final and conclusive as to such value.

#### ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

#### ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than One Thousand Dollars (\$1,000.00).

#### ARTICLE VI - BEGINNING DATE AND TERM OF EXISTENCE

The beginning date of this corporation shall be from the date of incorporation by the State of Florida, and shall exist perpetually.

#### ARTICLE VII - ADDRESS

The initial mailing address of the principal office of this corporation is:

5054 Tamiami Trail  
Charlotte Harbor, Florida 33980

The directors may, from time to time, move the principal office to any other address in Florida.


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ARTICLE VIII - REGISTERED AGENT

The initial registered agent is:

JOEL O. LEDERER, ESQUIRE  
2733-B Tamiami Trail  
Port Charlotte, Florida 33952

The Registered Agent consents to and accepts his appointment  
as the Registered Agent.

  
\_\_\_\_\_  
JOEL O. LEDERER ESQUIRE, as  
Registered Agent

ARTICLE IX - DIRECTORS

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

ARTICLE X - INITIAL DIRECTORS AND OFFICERS

The name and post office address of the members of the first  
Board of Directors and first Officers are:

<u>Name and Address</u>	<u>Title</u>
HENRY C. WAGNER 24264 Pirate Harbor Boulevard Punta Gorda, Florida 33955	Director, President, Secretary and Treasurer

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ARTICLE XI - SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation, together with the number of shares of stock each agrees to take and the value of the consideration therefore, are:

<u>Name and Address</u>	<u>Shares</u>	<u>Amount</u>
HENRY C. WAGNER 24264 Pirate Harbor Boulevard Punta Gorda, Florida 33955	1,000	\$1,000.00

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XIII - AMENDMENT


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority vote of the stock entitled to vote thereon.

The undersigned, being the original subscribers of the capital stock hereinbefore mentioned and for the purposes of becoming a corporation for the transaction of business under the provisions of the Laws of Florida, do make, sign, acknowledge and file in the Office of the Secretary of State this Certificate of Incorporation.

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FILED  
95 JUN -9 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WITNESS my hand and seal this 6 day of June, 1995.

  
HENRY C. WAGNER

STATE OF FLORIDA     )  
                              )  
COUNTY OF CHARLOTTE )

BEFORE ME, the undersigned authority appeared HENRY C. WAGNER, who is personally known to me and who is the subscriber and person named in the foregoing charter of CHARLOTTE HARBOR RAW BAR, INC., who being by me first duly sworn, deposes and says that it is intended in good faith to carry out the purposes and objectives as set forth in the foregoing proposed charter.

WITNESS my hand and official seal this 6<sup>th</sup> day of June, 1995.

  
Notary Public-State of Florida



KATHLEEN S. SIGMON  
MY COMMISSION # CC380548 EXPIRES  
June 3, 1998  
BONDED THRU TROY FAY INSURANCE, INC.