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ACCOUNT NO. : 072100000032

REFERENCE : 628068 5801A

AUTHORIZATION :

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ORDER DATE : June 28, 1995

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ORDER NO. : 628068

CUSTOMER NO: 5801A

CUSTOMER: Mary Vlasak-Snell, Esq
PAVESE GARNER HAVERFIELD
DALTON HARRISON & JENSEN

1833 Hendry Street
Fort Myers, FL 33901

DOMESTIC FILING

NAME: BAYSIDE RESTAURANT GROUP, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: _____

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JUN 29 1995 BSB

FILED
JUN 28 1995
FBI - TAMPA

**ARTICLES OF INCORPORATION
OF
BaySide Restaurant Group, Inc.**

FILED
95 JUN 28 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607, and hereby set forth and declare:

C H A R T E R

Article I

The name of the corporation shall be BaySide Restaurant Group, Inc.

Article II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article III

The aggregate number of shares which the corporation shall have authority to issue shall be 10,000 shares of \$1.00 par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. The shares of the Corporation shall not be divided into classes and the Corporation is not authorized to issue shares in series.

Article IV

The corporation shall commence business on filing with the Secretary of State, and it shall be perpetual until dissolved as provided by law.

Article V

The principal place for the transaction of its business shall be 12454 McGregor Woods Circle, the City of Fort Myers, County of Lee, in the State of Florida. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

Article VI

The corporation shall have a Board of Directors of not less than one (1) director, which number may be increased or decreased from time to time. The number of directors shall be established by the Shareholders at their annual meeting or any special meeting called for such purpose, unless the number is fixed by the Bylaws.

Article VII

The officers by whom the business of said corporation shall be conducted shall be a President, who shall also be a Director, a Chief Executive Officer, who shall also be a Director, a Secretary and a Treasurer and such other officers, agents and factors shall be chosen in such manner and hold their office for such term and have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The names and post office addresses of the officers and first Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meetings of the Shareholders shall be:

VIRGINIA K. NICODEMI
12454 McGregor Woods Circle
Fort Myers, FL 33908

President/Secretary/Director

ALEXANDER J. NICODEMI
12454 McGregor Woods Circle
Fort Myers, FL 33908

Chief Executive Officer/
Treasurer/Director

Article VIII

The names and post office addresses of the incorporators and initial subscribers of this corporation, with the number of shares subscribed for, are as follows:

VIRGINIA K. NICODEMI
12454 McGregor Woods Circle
Fort Myers, FL 33908

52 shares

ALEXANDER J. NICODEMI
12454 McGregor Woods Circle
Fort Myers, FL 33908

48 shares

Article IX

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

Article X

The street address of the initial registered office of this corporation is 1833 Hendry Street, Fort Myers, Florida, 33901, and the name of the initial registered agent of this corporation at that address is STEVEN C. HARTSELL.

Article XI

This corporation elects to have preemptive rights. Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article XII

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

Article XIII

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Article XIV

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or

proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

Article XV

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or

approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, we, VIRGINIA K. NICODEMI and ALEXANDEF. J. NICODEMI, the undersigned being the sole subscribers to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and hereby agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set our hands and seals at Sanibel, Florida, this 27 day of June, 1995.

Virginia K Nicodemi
VIRGINIA K. NICODEMI
Alexander J. Nicodemi
ALEXANDER J. NICODEMI

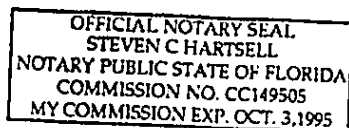
STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgements and administer oaths personally appeared VIRGINIA K. NICODEMI and ALEXANDER J. NICODEMI, who are known to me to be the persons who made and subscribed to the foregoing Articles of Incorporation, and certify and acknowledge that they made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 27th day of JUNE, 1995.

Steven C Hartsell
Notary Public

My Commission Expires:



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

First--That BaySide Restaurant Group, 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 Fort Myers, County of Lee, State of Florida, has named STEVEN C. HARTSELL, located at 1833 Hendry Street, City of Fort Myers, County of Lee, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

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.

BY: 

STEVEN C. HARTSELL,
Registered Agent

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95 JUN 28 AM 10:12
CLERK OF COURT
FLORIDA