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MAILING ADDRESS
POST OFFICE BOX 2610
VERO BEACH, FLORIDA 32961-2610

July 11, 1995

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

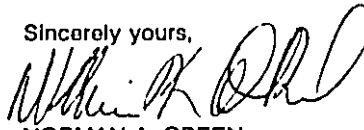
SECRET
0071 1295-01054-0002
***122.50 ***122.50

Dear Madam or Sir:

Enclosed please find the Articles of Incorporation for BOMBAY LOUIE'S, INC. and my check in the amount of \$122.50 for filing of same.

Should you have any questions, please contact me at your first convenience.

Sincerely yours,


for NORMAN A. GREEN

NAG/amd
Enclosures

PAG
7-17-95

FILED
95 JUL 17 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BOMBAY LOUIE'S, INC.**

FILED
95 JUL 17 AM 8:13
CLERK OF DISTRICT COURT
STATE OF FLORIDA

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

ARTICLE I - NAME

The name of this corporation is BOMBAY LOUIE'S, INC. The address of the principal place of business and the mailing address of said corporation is:

398 21ST STREET
VERO BEACH, FL 32960

ARTICLE II - NATURE OF BUSINESS

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

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 Hundred [100] shares of common stock, having a nominal or par value of One Dollar [\$1.00].

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is One Hundred dollars [\$100.00].

ARTICLE V - PRE-EMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase his pro-rata share of any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of the corporation is:

1115 MIRACLE MILE
VERO BEACH, FL 32960

and the initial registered agent of the corporation at said address is:

THOMAS M. BEAVER, JR.

ARTICLE VII - DIRECTORS

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

ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the first board of directors who shall hold office until their successors are elected and have qualified are as follows:

PRESIDENT AND SECRETARY/TREASURER:	THOMAS M. BEAVER, JR.
VICE PRESIDENT:	JOHN LOUGARD

ARTICLE IX - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

THOMAS M. BEAVER, JR.
1115 MIRACLE MILE
VERO BEACH, FL 32960

ARTICLE X - 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 of the stock entitled to vote thereon, unless all directors and all the stockholders sign a written statement manifesting the intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 30th day of June, 1995.

Thomas M. Beaver, Jr.
THOMAS M. BEAVER, JR.

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgements, personally appeared THOMAS M. BEAVER, JR. known to be the person described as a subscriber and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named this 30th day of June, 1995.

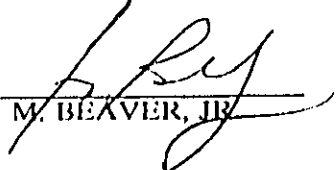
Arlene S. Beck
Notary Public
My Commission Expires:



ARLENE S. BECK
MY COMMISSION # CC 215032 EXPIRES
August 14, 1996
BOYD THIRTIY FARM INSURANCE, INC.

ACCEPTANCE

I agree as Resident Agent to accept service of process; to keep the office open during prescribed hours; to post my name and any other officers of said corporation authorized to accept service of process at the above Florida designated address in some conspicuous place in the office as required by law.



THOMAS M. BEAVER, JR.

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55 JUL 17 21 8:13
TALLAHASSEE, FLORIDA

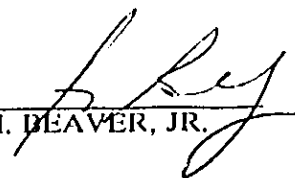
**CERTIFICATE DESIGNATING OFFICE FOR THE
SERVICES OF PROCESS WITHIN THIS STATE, AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 617.023, Florida Statutes, the following is submitted, in compliance with said Act:

First: That BOMBAY LOUIE'S, INC., desiring to organize under the laws of the State of Florida, with its principal office, 1115 MIRACLE MILE, Vero Beach, County of Indian River, State of Florida, has named THOMAS M. BEAVER, JR., at the same address as its agent to accept service of process within the state.

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 act in this capacity.



THOMAS M. BEAVER, JR.

INSTRUCTIONS FOR FILING FICTITIOUS NAME

Intent to use a fictitious name must be published in a designated newspaper at least once a week for four (4) consecutive weeks before the petitioner is allowed to register with the Clerk of the Circuit Court.

Registration consists of the filing with the clerk of an affidavit signed by all interested persons, stating under oath the names of all those interested and the extent of the interest of each, and the fictitious name under which they wish to do business. This registration is filed after proof of publication has come back from the newspaper.

1. Notice of Intention to Register Fictitious Name - Send to the Press Journal for publication. They will send a bill after the completion of the four week period.

2. Registration of Fictitious Name - This is the Affidavit of Operators Using Trade Name to be filed with the Clerk of the Circuit Court.