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RON A. RHOADES, ESQ.

Attorney & Counselor At Law

PRACTICE LIMITED TO:
ESTATE PLANNING & TAXATION; ESTATE AND TRUST ADMINISTRATION;
SELECT BUSINESS ENTITY REPRESENTATIONS

PLEASE RESPOND TO
CITRUS HILLS OFFICE:
2420 North Essex Avenue
Hernando FL 34442
(Hampton Square Plaza, S.R. 486)
Ph: (904) 746-1006; Fax 746-0064

ADDITIONAL OFFICE LOCATED AT
WEEKI WACHEE / SPRING HILL:
5327 Commercial Way, Suite C113
Spring Hill FL 34606
(Park Place Office Complex)
Ph: (904) 688-0750

September 20, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-09/21/95--01032--005
****122.50 ****122.50

RE: SHAMROCK SPORTS BAR & GRILL, INC.

EFFECTIVE DATE
9-20-95

To Whom It May Concern:

Enclosed please find the original and one copy of the proposed Articles of Incorporation for SHAMROCK SPORTS BAR & GRILL, INC. Please approve and file the original and certify the copy for us. Also enclosed is a Certificate of Designation of Registered Agent and Office for the corporation.

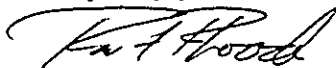
Also enclosed is a check payable to you for charges as follows:

Filing Fee	\$35.00
Certified Copy	52.50
Filing Registered Agent's Designation	35.00
TOTAL	\$122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 22 PM 3:35

Please contact me if anything further is required.

Very truly yours,


Ron A. Rhoades

RAR:ear
Enclosures
CC: Shamrock Sports Bar & Grill, Inc.

AL SEP 22 1995

ARTICLES OF INCORPORATION

OF

SHAMROCK SPORTS BAR & GRILL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 SEP 22 PM 3:35
EFFECTIVE DATE
9-20-95

The undersigned, acting as the incorporator of SHAMROCK SPORTS BAR & GRILL, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME OF CORPORATION

The name of the Corporation is SHAMROCK SPORTS BAR & GRILL, INC.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation shall be located at, and its mailing address shall be, initially, as follows: 8203 East Orange Avenue, Floral City, Florida 34436.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at the time of signing and acknowledgment of these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporations authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of common stock, having a par value of \$1.00 per share.

ARTICLE V. PREEMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right to purchase shares of common stock of this corporation that from time to time may be issued, whether or not presently authorized, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty (30) days of his receipt of a written notice from the corporation inviting him to exercise the right. A

holder of common stock shall not have, solely because of his holdings of common stock, a right to purchase shares of preferred stock that may be issued. A holder of preferred stock shall not have, solely because of his holdings of preferred stock, a right to purchase shares of any class that may be issued by the corporation.

ARTICLE VI. CUMULATIVE VOTING

Every shareholder having the right to vote at a meeting of shareholders shall be entitled, in any election of directors, to that number of votes equal to the number of shares held by that shareholder multiplied by the number of directors to be elected, and each shareholder may either cast all those votes for a single candidate or distribute them among any two or more of the candidates. In voting on all other proposals, each shareholder having the right to vote shall be entitled to one vote for each share of voting stock held.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2420 North Essex Avenue, Hernando, Florida 34442, and the name of the corporation's initial registered agent at that address is Ron A. Rhoades, Esq.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but never shall be less than one. The name and address of the initial director is:

<u>Name</u>	<u>Address</u>
ANTHONY RUGGIERO	114 West Quince Street Hernando, FL 34442

ARTICLE IX. INCORPORATOR

The name and address of the incorporator is as follows:

ANTHONY RUGGIERO
114 West Quince Street
Hernando, FL 34442

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and assigns to those persons designated by the Board of Directors any rights he may have as an incorporator to acquire any of the capital stock of this corporation, assignment becoming effective on the date corporate existence begins.

ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and also in the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provisions in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Hernando, Florida, this 20th day of September, 1995.


ANTHONY RUGGIERO

ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF CITRUS

Before me, the undersigned authority, personally appeared ANTHONY RUGGIERO who has provided his driver's license as verification of identification and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Hernando in said County and State this 20th day of September, 1995.



ECHO COE ROONEY
COMMISSION # CC 330915
EXPIRES NOV 18, 1997
Atlantic Bonding Co., Inc
900-732-2245

Echo Coe Rooney
ECHO COE ROONEY, NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES: 11/18/97
SEAL
COMMISSION #CC330915

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

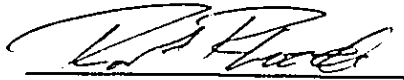
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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SHAMROCK SPORTS BAR & GRILL, INC.

Pursuant to Section 607.0501, Florida Statutes (1990), SHAMROCK SPORTS BAR & GRILL, INC. desiring to organize under the laws of the State of Florida, has named **Ron A. Rhoades, Esq.** located at **2420 North Essex Avenue, Hernando, FL 34442**, as its agent to accept service of process within this state.

Having been named to accept service of process for the above corporation at the place designated in this certificate, I hereby accept appointment in such capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping open said office. I further certify that I am familiar with, and accept, the obligations attendant to said position.


Ron A. Rhoades, Esq.