



Brian K. Dickhaus, C.P.A.

January 3, 1996

Department of State
Division of Corporations
49 E. Gaines Street
Tallahassee, FL 32399

Re: J.P. Casual, Inc. and
Casual Clam, Inc.

Gentlemen:

Enclosed please find an original and one (1) copy of the articles of incorporation for

- J.P. Casual, Inc., and
- Casual Clam, Inc.

Also enclosed please find two checks in the amount of \$70.00 each which represent the filing fees.

Please return one copy of each of the enclosed articles to me with the filing date stamped on it. I have provided a prepaid overnight envelope for this purpose.

My client is expecting to purchase real estate this week through this new corporation. I would appreciate any additional effort you can make to expedite the processing of these articles.

Should you have any questions, please contact me at (813) 577-4884.

Very truly yours,

Brian K. Dickhaus
Certified Public Accountant

JAN 9 1996

BSB

FILED
95 JAN -4 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
Casual Clam, Inc.

FILED
96 JAN -4 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1

Name

The name of this Corporation is:

Casual Clam, Inc.

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be 3336 Ninth Street North, St. Petersburg, Florida 33704.

ARTICLE 3

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 7,500 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of the corporation. The consideration for the issuance of said shares may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE 4

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 3336 Ninth Street North, St. Petersburg, Florida 33704. The initial registered agent shall be John P. Zareas. This corporation shall have the right to change such agent and such registered office from time to time, as provided by law.

ARTICLE 5

Board of Directors

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE 6

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of one (1) member, such member to hold office until his successors have been duly elected and qualify. The name and street address of the initial director is:

John P. Zareas
3336 Ninth Street North
St. Petersburg, Florida 33704

ARTICLE 7

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

John P. Zareas
3336 Ninth Street North
St. Petersburg, Florida 33704

ARTICLE 8

Purpose and Duration

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

ARTICLE 9

By-Laws

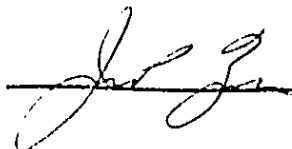
The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

ARTICLE 10

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.



ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, John P. Zareas, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 3 day of January, 1996

