

1000 N. W. 11th Street
TALLAHASSEE, FL 32304
(904) 222-9771
(904) 222-0193 FAX

800-342-5833



netw@cs.com

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

RECEIVED
JAN 17 11 11 AM
DIVISION OF CORPORATION

ACCOUNT NO. 2100000032

REFERENCE : 808634 4311473

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : January 17, 1996

ORDER TIME : 10:45 AM

ORDER NO. : 808634

300001690693

CUSTOMER NO: 4311473

CUSTOMER: Anne Darley, Legal Assistant
STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

DOMESTIC FILING

NAME: BIG FISH & FRITTERS, INC.

FILED
96 JAN 18 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

T. BROWN JAN 19 1996

[Handwritten signature]



RECEIVED

96 JAN 18 PM 12:15

FLORIDA DEPARTMENT OF STATE
Sandra B. Northrup
Secretary of State
DIVISION OF CORPORATION

January 18, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: BIG FISH & FRITTERS, INC.
Ref. Number: W96000001343

RESUB
1/18

We have received your document for BIG FISH & FRITTERS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The document must include original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 796A00002228

THESE
ARE
ORIGINAL
SIGNATURES!

ARTICLES OF INCORPORATION
OF
BIG FISH & FRITTERS, INC.

FILED
96 JAN 18 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of this corporation is BIG FISH & FRITTERS, INC. The address of the principal office and the mailing address of this corporation is 615 Southwest Second Avenue, Miami, Florida, 33130.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to this corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such office is:

<u>Name</u>	<u>Address</u>
Robert E. Gallagher, Jr.	150 West Flagler Street Suite 2200, Museum Tower Miami, Florida, 33130

ARTICLE V - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one person. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one. The name and address of the member of the initial Board of Directors of this corporation is:

<u>Name</u>	<u>Address</u>
Marjorie O. Brickell	832 Alfonso Avenue Coral Gables, Florida, 33146

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

<u>Name</u>	<u>Address</u>
Robert E. Gallagher, Jr.	150 West Flagler Street Suite 2200, Museum Tower Miami, Florida, 33130

ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of this corporation.

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or cancelled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 16th day of January, 1996.



Robert E. Gallagher, Jr.,
Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained
in the foregoing Articles of Incorporation and state that I am
familiar with and accept the obligations of Section 607.0501 of the
Florida Statutes.



Robert E. Gallagher, Jr.,
Registered Agent