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CHARLES S. ISLER, III, P.A.
ATTORNEY AND COUNSELOR AT LAW
434 MAGNOLIA AVENUE
POST OFFICE DRAWER 430
PANAMA CITY, FLORIDA 32402

CHARLES S. ISLER, III
SHER L. ALAN
JULIE ANN SOMRATHY

TELEPHONE (904) 769-3332
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February 14, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: New Filings

Re: CBGB'S, Inc.

Dear Sir or Madam:

900001718269
-02/19/96--01070--002
****122.50 ****122.50

Enclosed herewith you will find the original and one copy of the Articles of Incorporation, as well as a check in the sum of \$122.50 for your fee. After filing has been completed please forward the certified copy of the Articles to me at the above post office box.

If you have any questions, do not hesitate to contact Mr. Isler or myself.

Sincerely yours,

Lynda Demme

Lynda Demme
Legal Secretary to
Charles S. Isler, III

SR/sm/B-96-6106

Encl. as stated

FEB 21 1996 BSB

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 FEB 19 AM 9:41

FILED

ARTICLES OF INCORPORATION
OF
CBGB'S, INC.

FILED
96 FEB 19 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator of CBGB'S, INC., hereby forms a corporation for profit under the Florida General Corporation Act and other laws of the State of Florida.

1. NAME OF CORPORATION AND INITIAL ADDRESS: The name of this corporation shall be CBGB'S, INC. and the initial corporate address shall be 653 West 23rd Street, #190, Panama City, Florida 32405.

2. TERM OF EXISTENCE: This corporation shall exist perpetually unless dissolved according to law.

3. GENERAL PURPOSE: This corporation may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Florida and shall have those general powers conferred upon corporations under the laws of the State of Florida.

4. CAPITAL STOCK: The aggregate number of shares of capital stock which this corporation is authorized to issue is One Thousand (1,000) shares of common stocks having a par value of One Dollar (\$1.00) per share.

5. REGISTERED OFFICE AND REGISTERED AGENT: The street address of the initial registered office of this corporation in the State of Florida is 434 Magnolia Avenue, Panama City, Florida 32401. The initial registered agent for this corporation at its

registered office is Charles S. Isler, III. The Board of Directors shall have the power to establish branch offices, and to move the registered office of the corporation to any other address in Florida. The principal office of the corporation shall be:

653 West 23rd Street, #190
Panama City, Florida 32405

6. BOARD OF DIRECTORS: The number of directors of the initial Board of Directors of this corporation is One. The name and address of the members of the initial Board of Directors of this corporation is as follows:


Christopher Boden
653 West 23rd Street, #190
Panama City, Florida 32405

Marie A. Herrmann
653 West 23rd Street, #190
Panama City, Florida 32405

7. INCORPORATOR: The following is the name and address of the incorporator of this corporation:

Christopher Boden
653 West 23rd Street, #190
Panama City, Florida 32405

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at 434 Magnolia Avenue, Panama City, Florida, on this 16TH day of February, 1996.



Christopher Boden
Incorporator

STATE OF FLORIDA
COUNTY OF BAY

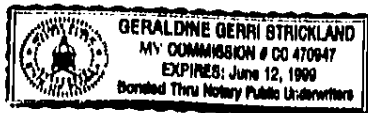
I HEREBY CERTIFY that on this day, before me, a Notary Public

duly authorized in the State and County named above to take acknowledgements, personally appeared Christopher Boden to me known and known to me to be the person described as incorporator in 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 named above this 16th day of February, 1996.

[] Who is personally known by me.

[x] Who produced Driver's license as identification.



Geraldine G. Strickland (Signature)
Geraldine G. Strickland (Print NAME)
Notary Public
My Commission Expires: 6-12-99
Commission #: CC 470447

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That CBGB'S, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in Articles of Incorporation, Panama City, County of Bay, State of Florida, Charles S. Isler, III as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Charles S. Isler

Charles S. Isler, III
Charles S. Isler, III, P.A.
434 Magnolia Avenue
P. O. Drawer 430
Panama City, FL 32402
(904) 769-5532

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA