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TIMOTHY NICHOLAS THOMES, P.A.  
ATTORNEY AND COUNSELLOR AT LAW  
9818 OVERSEAS HIGHWAY, SUITE 8  
P.O. BOX 3318  
KEY LARGO, FLORIDA 33007

KEY LARGO  
13051 451-4053

FILED  
96 MAR 15 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

March 7, 1996

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32301

Re: ARTICLES OF INCORPORATION  
MARC'S PARADISE CAFE, INC.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation. Also enclosed is our firm's check in the amount of \$122.50.

Please send a certified copy of the Articles of Incorporation in the self-addressed, stamped envelope I have enclosed for your convenience.

Thank you for your attention to this matter.

Very truly yours,

TIMOTHY NICHOLAS THOMES, P. A.

*Caroline N. Thomes*

Caroline N. Thomes, CLA

TNT:ct

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
MARC'S PARADISE CAFE, INC.

ARTICLE I

The name of this corporation is MARC'S PARADISE CAFE,  
INC.

ARTICLE II

This corporation shall exist perpetually.

ARTICLE III

This corporation is organized for the purpose of  
transacting any and all lawful business. The specific nature  
of the corporation's business is the restaurant business.  
The corporation's principal office is 66500 Overseas Highway  
#11, Long Key, FL 33001 and mailing address is P. O. Box  
819, Long Key, FL 33001.

ARTICLE IV

This corporation is authorized to issue 100 shares of  
one dollar (\$1.00) par value common stock.

ARTICLE V

The street address of the initial registered office of  
this corporation is 99198 Overseas Highway, Suite #8, Key  
Largo, Florida 33037, and the name of the initial registered  
agent of this corporation is Timothy Nicholas Thomes, 99198  
Overseas Highway, Suite 8, Key Largo, Florida 33037, whose

mailing address is P. O. Box 3318, Key Largo, Florida 33037.

#### ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his/her pro rata share (as nearly as may be done without issuance of fractional share) at the price at which it is offered to others.

#### ARTICLE VII

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and home address of the initial director of this corporation are:

Phyllis L. Green, 66500 Overseas Highway #11, Long Key, FL 33001, and her mailing address is P. O. Box 819, Long Key, FL 33001.

#### ARTICLE VIII

The name and address of the person signing these articles is: Timothy Nicholas Thomes, Esq. 99198 Overseas Highway, Suite #8, P. O. Box 3318, Key Largo, Florida 33037.

#### ARTICLE IX

This corporation reserves the right to amend or repeal



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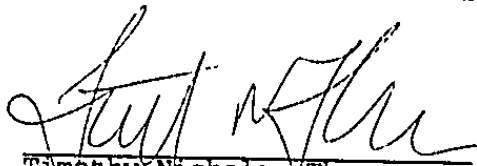
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT FOR SERVICE  
PROCESS MAY BE SERVED. TALLAHASSEE, FLORIDA

In pursuance of Florida Statutes, the following is  
submitted, in compliance with said Act.

First -- MARC'S PARADISE CAFE, INC., desiring to  
organize under the laws of the State of Florida with its  
principal office as indicated in the Articles of  
Incorporation at Key Largo, County of Monroe, State of  
Florida, has named TIMOTHY NICHOLAS THOMES, ESQ., located at  
99198 Overseas Highway, Suite 8, Key Largo, Florida 33037,  
County of Monroe, as its agent to accept service of process  
with this State.

ACKNOWLEDGMENT

Having been named to accept services of process for the  
above for the above stated corporation, at place designated  
in this Certificate, I hereby accept to act in this capacity,  
and agree to comply with the provision of said Act relative  
to keeping open said office.

  
Timothy Nicholas Thomes