

P 96000029143

ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.

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REPLY TO: P.O. BOX 4195

BARABOTA, FLORIDA 34830-4195

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96 MAR 28 PM 3:12  
100 NORTH TAMPA, SUITE 3150  
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(913) 888-0880

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CHARLES J. BARTLETT  
WRITER'S DIRECT LINE  
(941) 882-8113

March 26, 1996

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32339

8000001761778  
-03/28/96--01109--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Manhattan Bar & Grill, Inc.

Dear Sir or Madame:

Enclosed herewith is an original and one copy of the Articles of Incorporation for the referenced corporation along with a check in the amount of \$70.00. Also enclosed is a copy of the name reservation wherein we reserved this name earlier this month.

Please return the acknowledgment copy to my attention at the above address. If you have any questions or need anything further, please contact me.

Very truly yours,

ICARD, MERRILL, CULLIS,  
TIMM, FUREN & GINSBURG, P.A.



Sharon Firlotte  
Certified Legal Assistant to  
Charles J. Bartlett

Enclosure

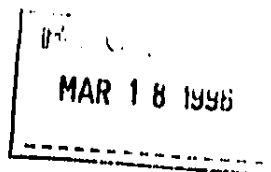




FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 13, 1996

CHARLES J. BARTLETT  
ICARD, MERRILL, CULLIS, ET AL.  
P.O. BOX 4195  
SARASOTA, FL 34230-4195



The name MANHATTAN BAR & GRILL, INC. has been reserved for 120 days beginning March 13, 1996. The reservation number is R96000001312 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Trevor Brumbley

Letter number: 096A00011213

ARTICLES OF INCORPORATION  
OF  
MANHATTAN BAR & GRILL, INC.

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96 MAR 28 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE 1. - NAME

The name of the corporation is Manhattan Bar & Grill, Inc.

ARTICLE 2. - PRINCIPAL OFFICE

The principal office of the corporation shall initially be at 2033 Main Street, Suite 600, Sarasota, FL 34237. The corporation may change its principal office from time to time as permitted by law.

ARTICLE 3. - MAILING ADDRESS

The initial mailing address of the corporation shall be 2033 Main Street, Suite 600, Sarasota, FL 34237. The corporation may change its mailing address from time to time as permitted by law.

ARTICLE 4. - PURPOSE

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

ARTICLE 5. - SHARES

This corporation is authorized to issue 1,000 shares of voting common stock with a par value of \$1.00 per share.

ARTICLE 6. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2033 Main Street, Suite 600, Sarasota, Florida 34237, and the name of the initial registered agent of this corporation at that address is Charles J. Bartlett.

ARTICLE 7. - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

Charles J. Bartlett  
2033 Main Street, Suite 600  
Sarasota, FL 34237

ARTICLE 8. - INCORPORATOR

The name and address of the Incorporator is:

Charles J. Bartlett  
2033 Main Street, Suite 600  
Sarasota, FL 34237

ARTICLE 9. - CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors.

ARTICLE 10. - INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE 11. - AMENDMENT

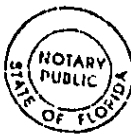
This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

The undersigned Incorporator has executed these Articles of Incorporation on the 26<sup>th</sup> day of MARCH, 1996.

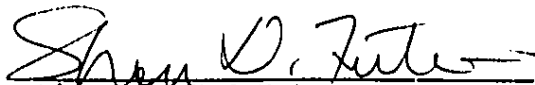
  
\_\_\_\_\_  
CHARLES J. BARTLETT

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of March, 1996 by CHARLES J. BARTLETT, who is personally known to me or who has produced N/A as identification and who did take an oath.



SHARON D. FIRLOTTE  
My Comm Exp. 7/24/96  
Bonded By Service Ins  
No. CC213146

  
\_\_\_\_\_  
Signature of Notary

Sharon D. Firlotte  
\_\_\_\_\_  
Name of Notary (typed or printed)

Notary Public, State of Florida  
Serial Number CC213146

My Commission Expires:

ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT FOR  
MANHATTAN BAR & GRILL, INC.


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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and it further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

DATED: March 26, 1996.

  
\_\_\_\_\_  
CHARLES J. BARTLETT  
Registered Agent