

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

PH 4/24/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	<i>4/24</i>		
TIME	<i>9:30</i>		CK No. _____
BY	<i>27</i>		

WALK-IN
Will Pick Up _____

RE: *B G's Bar Inc*

05 APR 96 11:13

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED
DATE 04/04/2001 BY 1070-0011

Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. F		
Dissolution/With		
C U S.		
Fictitious Name		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prop.		
FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

H. BRYANT SIMS
ATTORNEY AT LAW

7301 SOUTH DIKE HIGHWAY
WEST PALM BEACH, FLORIDA 33408
P.O. BOX 2183
PALM BEACH, FLORIDA 33400-2183

H. BRYANT SIMS

TELEPHONE (407) 888-7061
FAX (407) 888-7674

REPLY TO:
P. O. BOX 2183
PALM BEACH, FLORIDA 33400-2183

April 1, 1996

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

RE: B.G.'S, INC.

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation on the above-referenced corporation. I have also enclosed my Trust Account check number 3669 in the amount of \$122.50.

I would request that you forward a Certified Copy of the Articles to me.

Thank you for your cooperation in this matter.

Sincerely,


H. Bryant Sims

HBS/gch
Enclosures

4-9-96
JB



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

April 9, 1996

H. BRYANT SIMS
7301 S DIXIE HIGHWAY E
WEST PALM BEACH, FL 33405

SUBJECT: B.G.'S, INC.
Ref. Number: W96000007684

We have received your document for B.G.'S, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is submitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 296A00016277



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 9, 1996

H. BRYANT SIMS
7301 S DIXIE HIGHWAY E
WEST PALM BEACH, FL 33405

SUBJECT: B.G.'S, INC.
Ref. Number: W96000007684

RECEIVED
APR 15 1996
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When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 296A00016277

ARTICLES OF INCORPORATION

OF

B.G.'S BAR, INC.

93 APR 26 AM 11:10
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

We the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation and liabilities, rights, powers, privileges and immunities of a corporation for profit, and I hereby certify:

ARTICLE I

The name of the Corporation shall be:

B.G.'S BAR, INC.

ARTICLE II

This Corporation shall have perpetual existence commencing on the date of this filing of the Articles with the Department of State.

ARTICLE III

The general purpose of the corporation will be to own, acquire and operate various business operations, including beer, wine and liquor bars, restaurants. To include retail and wholesale purchase, exchange and sale of any and all items involved in such business. To engage in any lawful business under of the laws of the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 100 shares at (\$1.00) Dollar Par Value, which shall be designated as "Common Stock".

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of

this Corporation, shall have the right to purchase his prorata of share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

The location of the principal office of this Corporation in the State of Florida is 5700 South Dixie Highway, West Palm Beach, Florida 33401.

ARTICLE VII

The street address of the initial registered office of this Corporation is 7301 South Dixie Highway, West Palm Beach, Florida 33405, and the name of the initial registered agent of this Corporation at the address is H. BRYANT SIMS, ESQUIRE.

ARTICLE VIII

This Corporation shall have two directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the Bylaws, however, there shall never be less than one Director. The name and address of the initial Board of Directors are:

WILLIAM CALVANESE
1015 SOUTH "K" STREET
LAKE WORTH, FL 33460

GARY SOCHIA
1015 SOUTH "K" STREET
LAKE WORTH, FL 33460

ARTICLE IX

The name and address of the Incorporator signing these Articles is:

WILLIAM CALVANESE
1015 SOUTH "K" STREET
LAKE WORTH, FL 33460

ARTICLE X

The Officers of the Corporation shall be:

WILLIAM CALVANESE
1015 SOUTH "K" STREET
LAKE WORTH, FL 33460

GARY SOCHIA
1015 SOUTH "K" STREET
LAKE WORTH, FL 33460

ARTICLE XI

This Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XII

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII

This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, or any amendment hereto, by majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

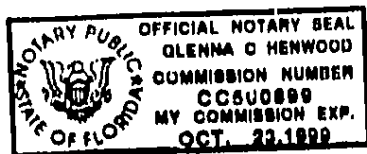
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 29th day of March, 1996.


WILLIAM CALVANESE

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

56 APR 26 1111:13

BEFORE ME, the undersigned authority, personally appeared WILLIAM CALVANESE, who produced as identification FL DL#G415-930-54-370-0, known to me and by me to be the person who executed the above Articles of Incorporation, for the purposes therein expressed.



Glenna C. Henwood
GLENNA C. HENWOOD
NOTARY PUBLIC
MY COMMISSION EXPIRES:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

H. Bryant Sims
H. BRYANT SIMS, ESQUIRE

★
CAPITOL CORPORATE SERVICES, INC.

P96000035475

December 26, 1996

FLORIDA SECRETARY OF STATE
P. O. Box 6327
Tallahassee, FL 32314

Attn: Corporate Filing Dept.

Re: **AMERICAN OPHTHALMIC OF TALLAHASSEE, INC.**

Dear Filing Clerk:

300002044029--4
-01/03/97--01026--009
*****35.00 *****35.00

Enclosed please find a Statement of Change of Registered Office/Agent, for the above referenced name, which is to be filed in your office. I have enclosed check # 0988 in the amount of \$ 35.00 for the filing fee. After filing please return to me the file-stamped copy in the enclosed self-addressed envelope. If you have any questions please contact me at 800-472-0544.

Thank you,

Delanie Lundgren

Delanie Lundgren

enclosures

FILED
97 JAN -2 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
SH 1/13
RA Cl.

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,
Florida Statutes, the undersigned corporation organized under the laws of the State of
Florida submits the following statement in order to change its registered office
or registered agent, or both, in the State Florida.

1a. The name of the corporation is: _____
AMERICAN OPHTHALMIC OF TALLAHASSEE, INC.

1b. Date of incorporation: 4/23/96 Document number P96000035475

2. The name and address of the current registered agent and office:
CORPORATION SERVICE COMPANY

1201 Nays Street, Tallahassee, FL 32301-2525

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

NRAI Services, Inc.

526 East Park Avenue, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.

Richard J. D'Amico
SIGNATURE
December 17, 1996
DATE

Richard J. D'Amico, Vice President
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COM-
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

NRAI Services, Inc.

SIGNATURE By: *Dan Lundgren* asst.
(Registered Agent) Dec.

DATE 12-26-96