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W W TOOLE
215 Racetrack Rd.
P. W. D., FL. 32547

FILED
MAY 9 1996
TALLAHASSEE, FL 32301

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. O' Toole's, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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TALLAHASSEE, FL 32301

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

F. CHESNER MAY 9 1996

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ARTICLES OF INCORPORATION

OF

O'TOOLE'S, INC.

The undersigned, availing his-self of the provisions of the Florida Business Corporation Act, hereby adopt the following articles of incorporation.

ARTICLE I-NAME

The name of this corporation is:
O'TOOLE'S, INC.

ARTICLE II-PURPOSE

The purpose of this corporation is to engage in any lawful activity for which corporations may be formed under the Business Corporation Law.

ARTICLE III-DURATION

The duration of this corporation shall be in perpetuity, or such maximum period as may be authorized by the laws of Florida.

ARTICLE IV-CAPITAL

This corporation has authority to issue an aggregate of ONE HUNDRED (100) shares of capital stock all of which are designated common stock having no par value per share.

ARTICLE V-PREEMPTIVE RIGHTS

Shareholders shall have preemptive rights.

ARTICLE VI-

INITIAL REGISTERED AGENT AND STREET ADDRESS AND PRINCIPLE OFFICE
WILLIAM W. TOOLE 215 RACETRACK RD.
FORT WALTON BCH., FL. 32547

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MAY 3 1961
CLERK OF DISTRICT COURT
FLORIDA

ARTICLE VII

The business and affairs of this corporation shall be managed and all corporate powers thereof shall be vested in and exercised by a board of not less than one nor more than seven directors. On NOVEMBER 30, 1996, and annually thereafter a meeting of the shareholders of this corporation shall be held at its registered office for the purpose of electing directors for the upcoming year. Said elections shall be by ballot and in the election of directors each shareholder of record shall have the right of one vote for each share of stock standing in his name on the books of the corporation and a plurality of votes shall be sufficient to elect.

A failure from any cause whatsoever to hold said annual election or a failure to elect directors on the day above specified shall not dissolve the corporation, but the directors and officers then in office shall remain in office and there shall be no election of directors by shareholders until the date of the next annual meeting to which or to any subsequent annual meeting or meetings the same rule shall apply.

The Board of Directors shall have authority to make and alter by-laws, including the right to make and alter by-laws, fixing their qualifications, classifications, or terms of office, or fixing or increasing their compensation, subject to the power of the shareholders to change or repeal the by-laws so made.

The Board shall further have authority to exercise all such other powers and to do all such other lawful acts and things which this corporation or its shareholders might do, unless prohibited

from doing so by applicable laws, or by the articles of incorporation, or by the by-laws of the corporation.

The number, classification, qualifications, term of office, manner of election, time and place of meeting, whether within or outside the State of Florida, and the powers and duties of the directors, may be from time to time fixed, changed, increased, or reduced by the by-laws.

ARTICLE VIII-INCORPORATION

The name and address of the incorporator of this corporation is:

WILLIAM W. TOOLE

215 RACETRACK RD.

FORT WALTON BCH., FL. 32547

Witnesses:

Terri Boykins
Patricia K. White

William W. Toole
INCORPORATOR

STATE OF FLORIDA

COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority, in the presence of the two witnesses whose names are subscribed to said instrument, personally came and appeared, William W. Toole, who being known to be the person who signed the foregoing instrument as incorporator said that he signed the instrument as his free act and deed for the purposes mentioned therein. In witness thereof I have affixed my signature on this 1 day of May, 1996, at Fort Walton Beach, Florida, this being the same date that

the incorporator and witnesses have signed in my presence.

William W. Tootle produced Florida

D.L. # T400-939-48-008-0 as identification
AND DID NOT TAKE AN OATH

MY COMMISSION EXPIRES:

NOTARY PUBLIC



"OFFICIAL SEAL"
Pamela K. White
My Commission Expires 5/20/87
Commission #CC 285843

Pamela K. White
PAMELA K. WHITE

I William W. Toole hereby am familiar with and accept
the duties and responsibilities as registered agent for
O'TOOLE'S, INC.

WILLIAM W. TOOLE

William W. Toole

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TALLAHASSEE, FLORIDA