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5/09/96

FLORIDA DIVISION OF CORPORATIONS

9:23 AM

(((H96000006594))) PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: FAB-T CORP. AGENTS, INC.
DEPARTMENT OF STATE 8405 NW 53RD ST
STATE OF FLORIDA SUITE C-100
409 EAST GAINES STREET MIAMI FL 33166-
TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ
FAX: (904) 922-4000 PHONE: (305) 599-0839
FAX: (305) 592-9591

(((H96000006594))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BARNACLE BOB'S NORTH, INC.
FAX AUDIT NUMBER: H96000006594 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/09/1996 TIME REQUESTED: 09:23:36
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96 MAY -9 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/9

RECEIVED
96 MAY -9 PM 12:47
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
BARNACLE BOB'S NORTH, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 MAY -9 PM 4:23

FILED

ARTICLE I. NAME

The name of this Corporation is BARNACLE BOB'S NORTH, INC..

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, including restaurant/bar/lounge and associated business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated as "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. COMPLIANCE WITH SECURITIES ACT

Pursuant to Section 517.061, Florida Statutes, the capital stock of this corporation shall in no event be offered or sold to more than five (5) persons; no public solicitation or advertisement shall be made regarding sale of said capital stock; and no commission or compensation shall be made to any person for the sale of said capital stock other than its purchase price from the ultimate purchaser to the seller.

ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE

The street address of the office of this corporation is 1592 NE South St., Jensen Beach, Florida 34957 and the name of the initial registered agent of this corporation is Virginia Pitt Sherlock and her address is 1855 S. Kanner Hwy., Stuart, Florida 34994.

Prepared by: LITTMAN & SHERLOCK, P.A.
1855 S. Kanner Hwy
Stuart, Fl 34994
(561) 287-0200
FL BAR # 0893544

ARTICLE VIII. 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 By-Laws but shall never be fewer than one member and never more than three members. The name and address of the initial director of this corporation are as follows:

ANTHONY D. RICHMOND
1592 NE South St.,
Jensen Beach, Florida 34957

Directors are elected in accordance with the by-laws of the corporation.

ARTICLE IX. INCORPORATORS

The name and address of the person signing these Articles are:

ANTHONY D. RICHMOND
1592 NE South St.,
Jensen Beach, Florida 34957

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of May, 1996.

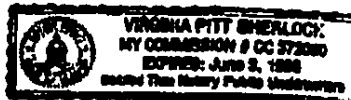
Anthony D. Richmond (SEAL)

STATE OF FLORIDA
COUNTY OF MARTIN

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared ANTHONY D. RICHMOND, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles. ANTHONY D. RICHMOND is personally known to me or has produced _____ as identification and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 8th day of May, 1996.

Virginia Pitt-Sherlock
Notary Public
My Commission Expires:



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

Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said Act:

That BARNACLE BOB'S NORTH, INC., desiring to organize under
the laws of the State of Florida, with its principal office at
the City of Jensen Beach, County of Martin, State of Florida, as
set forth in the Articles of Incorporation, has named VIRGINIA
PITT SHERLOCK located at 1855 S. Kanner Hwy., Stuart, Florida
34994 as its Registered Agent to accept service of process on the
corporation's behalf within this State.

ACKNOWLEDGMENT

(Must Be Signed by Registered Agent)

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

Virginia Pitt Sherlock
As Registered Agent

FILED
96 MAY -9 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA