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ACCOUNT NO. : 072100000032

REFERENCE : 962534 80388A

AUTHORIZATION

COST LIMIT : \$ 122.50

*Patricia Pyzdek*

ORDER DATE : May 22, 1996

ORDER TIME : 10:13 AM

ORDER NO. : 962534

500001884815

CUSTOMER NO: 80388A

CUSTOMER: Kramer A. Litvak, Esq  
EMMANUEL SHEPPARD & CONDON

Post Office Drawer 1271

Pensacola, FL 32596

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 22 PM 2:13

DOMESTIC FILING

NAME: TROPIX RESTAURANT  
DEVELOPMENTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED  
96 MAY 22 AM 11:11  
DIVISION OF CORPORATIONS  
*[Signature]*

EFFECTIVE DATE  
10-5/21/96

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION**

96 MAY 22 PM 2: 13

**OF**

**TROPIX RESTAURANT DEVELOPMENTS, INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

**NAME AND PRINCIPAL OFFICE**

The name of this corporation is 'TROPIX RESTAURANT DEVELOPMENTS, INC., and its principal office is located at 1385 Shoreline Drive, Gulf Breeze, Florida 32561, and its mailing address is the same.

**ARTICLE II**

**DURATION**

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgement of these Articles of Incorporation.

**ARTICLE III**

**PURPOSE**

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of \$.10 par value common stock, all of one class and series.

**ARTICLE V**  
**PREEMPTIVE RIGHTS**

Every shareholder upon the sale 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 the issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of this corporation's initial registered office is 1385 Shoreline Drive, Gulf Breeze, Florida 32561, and the name of this corporation's initial registered agent is MICHAEL N. SCHUKAR.

**ARTICLE VII**  
**INCORPORATORS**

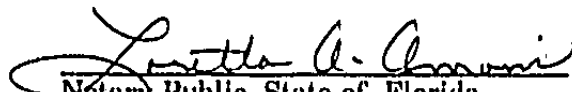
The name and address of the incorporator is MICHAEL N. SCHUKAR, 1385 Shoreline Drive, Gulf Breeze, Florida 32561.

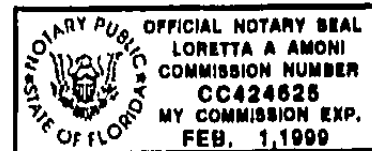
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21 day of May, 1996.

  
\_\_\_\_\_  
MICHAEL N. SCHUKAR, Incorporator

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of May, 1996, by MICHAEL N. SCHUKAR, who personally appeared before me and who is personally known to me or who has produced Fl. Driver's License as identification.

  
Notary Public, State of Florida



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I, MICHAEL N. SCHUKAR, am familiar with and hereby accept the appointment as Registered Agent for 'TROPIX RESTAURANT DEVELOPMENTS, INC., as set forth in the Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have herunto set my hand and affixed my seal this 21 day of May, 1996.

  
\_\_\_\_\_  
MICHAEL N. SCHUKAR