

LAW OFFICES
of
ROBERT D. CARREIRO

3000 - 66th Street North
Suite B
St. Petersburg, Florida 33710

(813) 341-1144

527 8722

APR 30, 1996

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***122.50 ***122.50

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
5-8-96

In Re: Sandalwood Poolside Restaurant, Inc.

Dear Sirs:

Enclosed please find two copies of the original articles of incorporation for the above-captioned corporation and a check in the amount of \$122.50.

Once the articles have been certified, please forward the certified articles back to this office in the enclosed self addressed stamped envelope.

If you have any questions or if I can be of any further assistance, please do not hesitate to contact me.

Sincerely,

Robert D. Carreiro

Robert D. Carreiro

RDC/mi
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY 15 PM 12:16

FILED

D. BROWN MAY 22 1996

EFFECTIVE DATE
11-5-84

ARTICLES OF INCORPORATION
OF
SANDALWOOD POOLSIDE RESTAURANT INC.

FILED
MAY 15 PM 12:16
TALLAHASSEE, FLORIDA

The undersigned, subscriber(s), natural person(s) competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts, the following Articles of Incorporation for such corporation.

ARTICLE ONE - NAME

The name of the proposed corporation is SANDALWOOD POOLSIDE RESTAURANT INC. The address of the Corporation is 17100 Gulf Boulevard, North Redington Beach, Florida, 33708.

ARTICLE TWO - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, and all acts or statutes amendatory thereof and supplemental thereto.

ARTICLE THREE - EXISTENCE

The corporation is to exist perpetually and shall begin its existence as of the date of the signing of these Articles of Incorporation.

ARTICLE FOUR - CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is one thousand (1000) shares of common stock at par value of One Dollar (\$1.00) per share. Stock may be issued by the corporation from time to time for such consideration as may be fixed by the board of directors. Each

share of common stock shall represent one vote. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE FIVE - REGISTERED OFFICE

The address of the registered office of the proposed corporation in the State of Florida is:

17100 Gulf Boulevard, North Redington Beach, Florida 33708

The name of the registered agent to accept service of process is James D. Hensel of the aforementioned address.

ARTICLE SIX - INCORPORATORS

The names and addresses of the incorporators are:

James D. Hensel
17100 Gulf Boulevard
North Redington Beach, Florida 33708

Elizabeth A. Hensel
17100 Gulf Boulevard
North Redington Beach, Florida 33708

Barbara A. Whiteley
17100 Gulf Boulevard
North Redington Beach, Florida 33708

ARTICLE SEVEN - BOARD OF DIRECTORS


This corporation shall be managed by a Board of Directors composed of one or more directors. The number of directors may be either increased or diminished from time to time by the by-laws. The names and addresses of the initial directors of this corporation are:

James D. Hensel
17100 Gulf Boulevard
North Redington Beach, Florida 33708

Elizabeth A. Hensel
17100 Gulf Boulevard
North Redington Beach, Florida 33708

Barbara A. Whiteley
17100 Gulf Boulevard
North Redington Beach, Florida 33708

IN WITNESS WHEREOF, we have executed these Articles of Incorporation in duplicate, this 8th day of May, 1996, A.D.


JAMES D. HENSEL

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared JAMES D. HENSEL well known to be the person(s) described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal, at St. Petersburg, in the County and State last aforesaid, this 8th day of May A.D., 1996.

NOTARY PUBLIC

My Commission Expires:

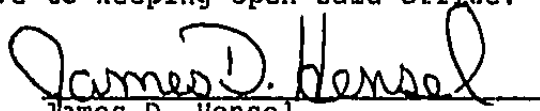
CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.

That SANDALWOOD POOLSIDE RESTAURANT INC., desiring to organize under the laws of the State of Florida, with its registered office at 17100 Gulf Boulevard, North Redington Beach, Florida 33708, has named James D. Hensel located at 17100 Gulf

Boulevard, North Redington Beach, Florida 33708, as its registered agent to accept service in this State.

ACKNOWLEDGEMENT:

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


James D. Hensel
Registered Agent

FILED
56 MAY 15 PM 12:16
TALLAHASSEE, FLORIDA