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May 16, 1996

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE FL 32314

EFFECTIVE DATE
May 13, 1996

ARJ0011832088
-05/21/96--01074--003
*****70.00 *****70.00

RE: **SILVERQUEST, INC.**

Dear Sir:

Enclosed please find the original and one copy of Articles of Incorporation of **SILVERQUEST, INC.**, together with this firm's trust account check no. 2050, in the amount of \$70.00. I have also attached a Certificate of Acceptance of Designation of Registered Agent Status to the corporate Articles.

The check is to cover cost the filing fees for the Articles of Incorporation and fee for Registered Agent Designation for the above-named corporation. Please file the articles and activate the corporation as of May 13, 1996 or as soon thereafter as possible.

Sincerely,

LAWRENCE & MUTCH, P.A.


SAMUEL A. MUTCH

SAM/t

Enclosures

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FILED
96 MAY 20 AM 9:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

635/28/96

**ARTICLES OF INCORPORATION
OF
SILVERQUEST, INC.**

96 MAY 20 AM 9:06

FILED IN THE STATE
OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, Chapter 607 Florida Statutes (1993), do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is SILVERQUEST, INC.

EFFECTIVE DATE
May 13, 1996

ARTICLE II. EFFECTIVE DATE & DURATION

The effective date of the incorporation shall be May 13, 1996, or as soon after that date as the Articles of Incorporation are filed in the office of the Secretary of State. The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as hereafter provided.

ARTICLE III. PURPOSE

The corporation is organized for the following purposes:

To engage in the practice of owning and leasing real property, operating a lounge, both businesses for profit, and any other business purposes permitted under the laws of Florida.

ARTICLE IV. CAPITALIZATION

The amount of capital with which the corporation will begin its business is not less than one thousand and 00/100 dollars, (\$1,000.00).

ARTICLE V. PRINCIPAL OFFICE

The address of the corporation's principal office is P.O. Box 393, Mayo, Florida 32066. The name of the initial registered agent of the corporation is Samuel A. Mutch, of the law firm of LAWRENCE, MURRAY & MUTCH, P.A., 726-D Northwest 8th Avenue, Gainesville, Florida 32601.

ARTICLE VI. CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on corporations by the laws of the State of Florida, including, but not limited to, the following:

A. To own property, to lease property both from and to other parties, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

B. To operate a lounge or lounges which sell alcoholic beverages to the public and which require a license from the State of Florida.

C. To invest its funds in real estate, mortgages, stocks, bonds or any other type of investments.

D. To own real or personal property necessary for the business of the corporation known as Silverquest, Inc.

E. The above are in addition to the general powers granted under Florida Statutes and not in limitation thereof.

ARTICLE VII. SHARES ISSUED

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall be without par value.

ARTICLE VIII. DIRECTORS

The corporation is to be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors is two (2), and the name and address of each person who is to serve as a member of the initial Board of Directors is:

<u>Name</u>	<u>Position</u>	<u>Address</u>
J. Paul Snipes	Member	P.O. Box 393 Mayo, Florida 32066
Thossie E. Snipes	Member	P.O. Box 393 Mayo, Florida 32066

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter, the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

ARTICLE IX. SUBSCRIBERS

The name and address of each person signing these Articles of Incorporation as a subscriber is:

<u>Name</u>	<u>Address</u>
J. Paul Snipes	P.O. Box 393 Mayo, Florida 32066
Thossie E. Snipes	P.O. Box 393 Mayo, Florida 32066

ARTICLE X. BYLAWS

The initial directors shall submit the proposed Bylaws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of Bylaws by affirmative unanimous vote of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such Bylaws.

ARTICLE XI. DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him or her.

IN WITNESS WHEREOF, we, the undersigned incorporators of Silverquest, Inc., have executed these Articles of Incorporation at Mayo, Florida, on this 13th day of May, 1996.


J. PAUL SNIPES


THOSSIE E. SNIPES

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**ACCEPTANCE OF REGISTERED AGENT
FOR**

Silverquest, Inc.

96 MAY 20 AM 9:06

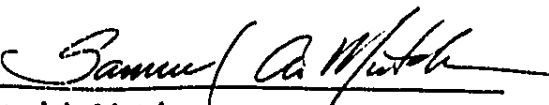
DATE

HAVING been named as Registered Agent to accept service of process for *Silverquest, Inc.*, at the place designated in this certificate, I hereby agree to act in such capacity; further,

I AGREE TO COMPLY with all the provisions of all statutes relative to the proper and complete performance of my duties as such.

Lawrence & Mutch, P.A.

By:



Samuel A. Mutch

Lawrence & Mutch, P.A.
726 NW 8th Avenue - Suite D
Gainesville, Florida 32601
(904) 373-4160

Prepared by Lawrence & Mutch, P.A., Attorneys at Law