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1201 HAYS STREET

SALLAHAM, FL 3342607

904 2-0391

904 2-0391 FAX

8-142-8086



PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 987586 4312129

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 14, 1996

ORDER TIME : 9:45 AM

ORDER NO. : 987586

CUSTOMER NO: 4312129

CUSTOMER: Ellen Clark, Legal Assist
DICKENSON, MURDOCK, REX, &
SLOAN ESQ.
980 North Federal Highway
Suite 410
Boca Raton, FL 33432

400001862364
-06/14/96--01048--022
****122.50 ****122.50

DOMESTIC FILING

NAME: BOOMERS CAFE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: DANNY SMITH

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 14 PM 1:07

RECEIVED
96 JUN 14 AM 10:59
DIVISION OF CORPORATIONS

5/6/14/96

**ARTICLES OF INCORPORATION
OF
BOOMERS CAFE, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN 14 PM 1:07

ARTICLE I.

NAME

The name of the Corporation is: **BOOMERS CAFE, INC.**

ARTICLE II.

DURATION

This Corporation shall have perpetual existence.

ARTICLE III.

PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is **2001 10TH AVENUE,
NORTH, LAKE WORTH, FL.**

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2001 10TH AVENUE NORTH, LAKE WORTH, FL and the name of the initial registered agent of this Corporation at that address is DOROTHY HAINES.

ARTICLE VI.

BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially.

The number of directors may be increased or decreased from time to time by the By-Laws.

The names and addresses of the initial directors are:

JAMES DOUGLAS HAINES
2001 10th Avenue North
Lake Worth, FL

DOROTHY HAINES
2001 10th Avenue North
Lake Worth, FL

ARTICLE VII.

CAPITAL STOCK

This Corporation is authorized to issue Five Thousand (5,000) shares of ONE DOLLAR (\$1.00) par value stock.

A majority of the outstanding shares shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%).

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

**DOROTHY HAINES
2001 10th Avenue North
Lake Worth, FL**

ARTICLE IX.

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporations Act.

ARTICLE X.

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XI.

ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XII.

INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.

ARTICLE XIII.

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of June, 1996.

Dorothy Haines
DOROTHY HAINES

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 10TH day of June, 1996, by DOROTHY HAINES. She x is personally known to me, or _____ produced _____ as identification.

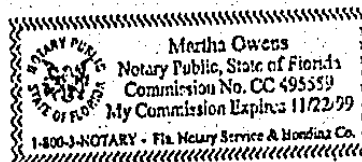
Martha Owens
NOTARY PUBLIC, State of

Florida

[SEAL] Martha Owens

Printed Name of Notary/Serial Number

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN 14 PM 1:07

The undersigned being named as Registered Agent to accept service of process of BOOMERS CAFE, INC., at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date: June 10, 1996

Dorothy Haines
DOROTHY HAINES