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Garrabrants & Diskey, P.A.

Attorneys at Law

6008 Main Street
New Port Richey, Florida 34653

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June 24, 1996

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Secretary of State
State of Florida
Division of Corporations
The Capitol
Tallahassee, Florida 32304

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RE: Softails Saloon & Eatery, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation of **SOFTAILS SALOON & EATERY, INC.**, together with the Certificate Designating Registered Agent and Street Address for Service of Process Within Florida. Also enclosed is my check in the amount of \$122.50 to cover the following fees and tax:

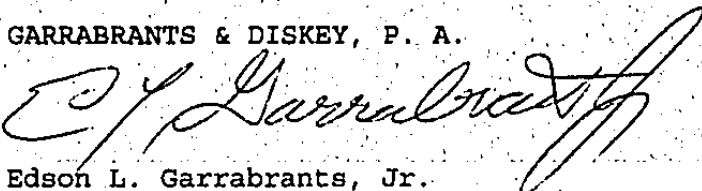
1. \$35.00 - Filing of Articles of Incorporation
2. \$35.00 - Designation of Registered Agent
3. \$52.50 - Certified copies of Articles of Incorporation

Please certify the enclosed copy of the Articles of Incorporation and return same to me in the envelope provided.

Thank you very much for your cooperation in this matter.

Sincerely,

GARRABRANTS & DISKEY, P. A.


Edson L. Garrabrants, Jr.

ELG/ds
enc.

FILED
96 JUL 27 PM 3:25
TALLAHASSEE, FLORIDA

JUN 27 1996

ARTICLES OF INCORPORATION
OF
SOFTAILS SALOON & EATERY, INC.

FILED
96 JUN 27 PM 3:25
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is SOFTAILS SALOON & EATERY, INC..

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSES

This Corporation is organized to include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes (1975) as presently enacted and as it may be amended from time to time.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,000 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 or authorized but unissued stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata 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 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4608 Kennedy Drive, New Port Richey, FL 34652 and the name of the initial registered agent of this Corporation at that address is NANCY WILSON.

ARTICLE VII - 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 less than one (1). The names and addresses of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Nancy Wilson	4608 Kennedy Drive New Port Richey, FL 34652

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles are: Nancy Wilson, 4608 Kennedy Drive, New Port Richey, FL 34652.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

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

ARTICLE XI - PRINCIPAL OFFICE

The principal office of the corporation will be at:

18948 S.R. 52, Land O'Lakes, FL 34639

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 25 day of June, 1996.


Nancy Wilson
NANCY WILSON

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 25 day of June, 1996 by NANCY WILSON, who is personally known to me or who has produced a driver's license or a non-driver's I.D. issued by a state of the United States as identification and who took an oath.

Debra Lynn Sauer (Signature)

(Printed Name)

 DEBRA LYNN SAUER (Title)
MY COMMISSION # CC260700 EXPIRES
May 31, 1997
BONDED THROUGH TROY FARM INSURANCE, INC.

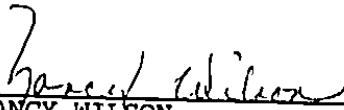
(Serial No.)

CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA

Pursuant to Florida Statute 48.091, **SOFTAILS SALOON & EATERY, INC.**, desiring to organize under the laws of the State of Florida, hereby designates **NANCY WILSON**, as its Registered Agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as Registered Agent to accept service of process for the above named corporation, at the place designated above, and agrees to comply with the provisions of Florida Statute 48.091(3) relative to maintaining an office for the service of process.



NANCY WILSON

FILED
96 JUN 27 PM 3:25
CLERK OF STATE
TALLAHASSEE, FLORIDA