

TRANSMITTAL LETTER

P96000058109

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Bimini Bar & Grill Inc.  
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$ 10.00.

200001892982  
-07/12/96--01058--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FROM:

Marc Manfredi  
Name (printed or typed)

345 Ocean Dr. # 708  
Address

MIAMI BEACH, FL 33139  
City, State, & Zip

(305) 673-6286  
Telephone Number

W96-13912

Dmc  
7/2/96

~~685,677~~

Note: Please provide the original and one copy of the Articles.

96 JUL 10 AM 9:31  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

July 2, 1986

**MARC MANFREDI**  
**345 OCEAN DRIVE #708**  
**MIAMI BEACH, FL 33139**

**SUBJECT: BIMINI BAR & GRILL, INC.**  
**Ref. Number: W68000013812**

We have received your document for BIMINI BAR & GRILL, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

**Doris McDuffie**  
Corporate Specialist Supervisor

Letter Number: 696A00032542

**ARTICLES OF INCORPORATION  
OF  
BIMINI BAR & GRILL, INC.**

**FILED**  
96 JUL 10 AM 9:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - CORPORATE NAME**

The name of the corporation shall be Bimini Bar & Grill, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business of this corporation shall be 900 West Ave., Miami Beach, FL 33139 and the mailing address shall be 345 Ocean Drive #708, Miami Beach, FL 33139.

**ARTICLE III - CAPITAL STOCK**

The number of shares of stock that this corporation is authorized 100 (one hundred) shares with a par value of \$1.00 (one dollar) per share.

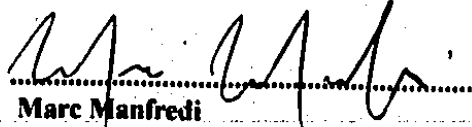
**ARTICLE IV - INITIAL REGISTERED AGENT  
AND STREET ADDRESS**


The name and address of the initial registered agent is: Marc Manfredi, 345 Ocean Drive, #708, Miami Beach, FL 33139.

**ARTICLE V - INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are): Marc Manfredi, 345 Ocean Drive, #708, Miami Beach, FL 33139.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 27<sup>th</sup> day of June, 1996.

  
.....  
Marc Manfredi

STATE OF FLORIDA  
COUNTY OF DADE  
Sworn and subscribed before me this  
27 day of June, 1996  
  
Notary Public



**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

FILED

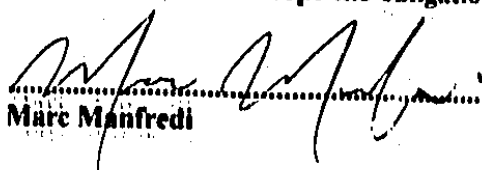
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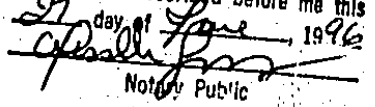
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Persuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered agent/office, in the state of Florida.

1. The name of the corporation is Bimini Bar & Grill, Inc.
2. The name and address of the registered agent and office is: Marc Manfredi, 345 Ocean Drive # 708, Miami Beach, FL 33139.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
.....  
Marc Manfredi

STATE OF FLORIDA  
COUNTY OF DADE  
Sworn and subscribed before me this  
27 day of June, 1996  
  
Notary Public

  
MISCHKA E. LOPEZ  
MY COMMISSION # CG 373247  
EXPIRES: March 31, 1997  
Bonds Through Notary Public Underwriters