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SIMMONS, SOLOMON, DREYER & MANCINI

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PLEASE REPLY TO: Port St. Lucie

July 22, 1996

Via Overnight Delivery

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

000001902060
-07/23/96--01106--014
****122.50 ****122.50

Re: Castaways Steak and Ale, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation for the above-named corporation along with a check in the amount of \$122.50 to cover your filing fee, certification fee and status report.

Please file the original Articles of Incorporation and return the certified copy to the undersigned. Your prompt attention to this matter would be appreciated.

Sincerely yours,

SIMMONS, SOLOMON, DREYER & MANCINI

Lynn D. Solomon, Esquire
For the Firm

LDS/aft

Enclosures

JUL 25 1996

FILED
96 JUL 23 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
BSB

**ARTICLES OF INCORPORATION
OF
CASTAWAYS STEAK AND ALE, INC.**

FILED
96 JUL 23 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, acting as Incorporator for the purpose of forming a corporation for profit under the provisions of Section 607, Florida Business Corporation Act, of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

I

Name of Corporation, Principal Office and Mailing Address

The name of this Corporation shall be Castaways Steak and Ale, Inc. The principal office of this Corporation shall be 2304 North U.S. Highway One, Fort Pierce, Florida 34946. The mailing address of this Corporation shall be the same.

II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

To do everything necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these Articles, and to do every other act incidental to the corporate purposes which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render such services in the State of Florida.

III

Capital Stock

A. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be ten thousand (10,000) shares of common stock at one dollar (\$1.00) par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

IV

Duration

The Corporation shall have perpetual existence.

V

Registered Agent

The address of this Corporation's initial registered office is 145 NW Central Park Plaza, Suite 200, Port St. Lucie, Florida 34986, and the name of its initial Registered Agent at said address is Lynn Solomon.

VI

Incorporator

The name and address of the Incorporator is as follows:

Lynn Solomon
145 NW Central Park Plaza, Suite 200
Port St. Lucie, Florida 34986

VII

Board of Directors

The Corporation shall have a Board of Directors consisting of one person. The number of directors may be increased or decreased from time to time by a resolution of the majority of the stockholders, but shall never be less than one. The name and address of the initial director of this Corporation is:

David Bellville
2304 North U.S. Highway One
Fort Pierce, Florida 34946

VIII

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

IX

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

X

Indemnification

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

XI

Bylaws

The Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a duly called regular or special meeting of the Board of Directors or by an affirmative vote of a majority of all the Directors present in person or by proxy.

In Witness Whereof, the undersigned Incorporator has executed these Articles
of Incorporation this 22nd day of July 1996.

By: 
Lynn Solomon

State of Florida
County of St. Lucie

The Foregoing Instrument was acknowledged before me this 22nd day of July 1996, by Lynn Solomon is known to be the person who executed the foregoing Articles of Incorporation, as the Incorporator, who acknowledged to and before me that she executed the same for the uses and purposes therein mentioned and set forth.

In Witness Whereof, I have hereunto set my hand and seal this 22nd day of July 1996.


NOTARY PUBLIC - State of Florida

FILED

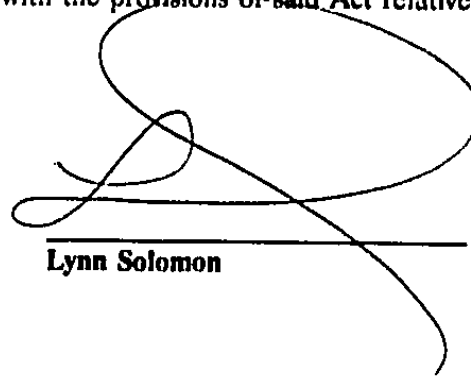
**CERTIFICATE DESIGNATING PLACES OF BUSINESS
OR DOMICILE FOR THE SERVICES OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
WHOM PROCESS MAY BE SERVED**

96 JUL 23 AM 10:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **CASTAWAYS STEAK AND ALE, INC.**, a Corporation for Profit, has named **Lynn Solomon, 145 NW Central Park Plaza, Suite 200, Port St. Lucie, Florida 34986**, as its agent to accept service of process within this state. Having been named to accept service of process for the above Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

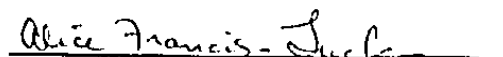


Lynn Solomon

State of Florida
County of St. Lucie

The Foregoing Instrument was acknowledged before me this 22nd day of July 1996, by Lynn Solomon is known to be the person who executed the foregoing Certificate as Agent, who acknowledged to and before me that she executed the same for the uses and purposes therein mentioned and set forth.

In Witness Whereof, I have hereunto set my hand and seal this 22nd day of July 1996.


NOTARY PUBLIC - State of Florida