

ARTICLES OF INCORPORATION
OF
TROPICAL SHORES CAFE, INC.

FILED
96 SEP 11 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is TROPICAL SHORES CAFE, INC.

ARTICLE II - TERM

This corporation shall commence to exist on the time of the filing of these Articles of Incorporation by the Department of State of the State of Florida, and shall exist perpetually or until legally dissolved.

ARTICLE III - PURPOSE

This is a corporation for the purpose of conducting any or all lawful business, involving the operations of a restaurant business and doing all acts and things as are incidental to the foregoing or necessary or convenient to carry on the business of the corporation or to effect or promote the purpose for which the corporation is formed.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE DOLLAR (\$1.00) par value per share common stock.

ARTICLE V - PRINCIPAL OFFICE

The street address of the principal office of this corporation is 6331 South Tamiami Trail, Sarasota, Florida 34231.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street and the initial registered office of this corporation is Bradley W. Hogleve and the address is 3700 South Tamiami Trail, Suite 201, Sarasota, Florida 34239.

ARTICLE VII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be executed by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation. This corporation shall have two directors:

KEVELYN GILLEY and CAROLYN MOON

FIFTY PERCENT (50%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE VIII - INCORPORATION

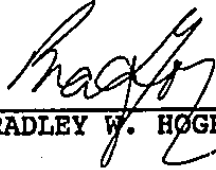
The name and address of the person signing these Articles is:

BRADLEY W. HOGREVE
3700 South Tamiami Trail, Suite 201
Sarasota, Florida 34239

ARTICLE IX - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of September 1996.

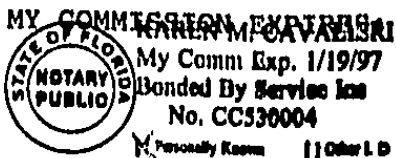


BRADLEY W. HOGREVE

STATE OF FLORIDA
COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me this 5th day of September 1996 by BRADLEY W. HOGREVE, who is personally known to me and who did not take an oath, to be the person described in and who executed the foregoing instrument, and who acknowledged before me that he executed said instrument.

WITNESS my hand and official seal in the county and state named above this 5th day of September 1996.



Karen M. Cavalieri
NOTARY PUBLIC

CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

BRADLEY W. HOGREVE, ESQUIRE
Attorney at Law
3700 South Tamiami Trail
Suite 201
Sarasota, Florida 34239

BY: Bradley W. Hogreve
BRADLEY W. HOGREVE