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LAW OFFICE
SOL H. PROCTOR
1015 BLACKSTONE BUILDING
JACKSONVILLE, FLORIDA 32202

TELEPHONE 632-2304
AREA CODE 904
FAX (904) 354-7420

September 24, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

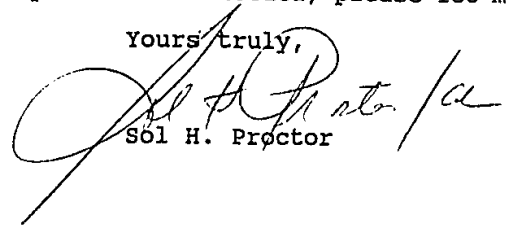
Dear Sir/Madame:

Enclosed is the original and one copy of Articles of Incorporation with regards to ATLANTIC BEACH SEAFOOD GRILL, INC.

Also enclosed is a check for \$70.00 for the fee.

If further requirement is needed, please let me know.

Yours truly,



Sol H. Proctor

SHP/akb
enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICE
SOL H. PROCTOR
1015 BLACKSTONE BUILDING
JACKSONVILLE, FLORIDA 32202

TELEPHONE 632-2304
AREA CODE 904
FAX (904) 354-7420

September 30, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Dear Ms. Rolfe:

We are in receipt of your letter dated September 26, 1996. Please find enclosed by Atlantic Beach Seafood Restaurant, Inc., a signed consent by the President, Abe Fraden, stating no objections to this company naming itself ATLANTIC BEACH SEAFOOD GRILL, INC.

If there should be further requirements, please let me know.,

Yours truly,



Sol H. Proctor

SHP/akb

September 20, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Dear Sir/Madame:

ATLANTIC BEACH SEAFOOD RESTAURANT, INC., has no objections to the name of ATLANTIC BEACH SEAFOOD GRILL, INC. being used.

BY: _____

Abe Fraden
ABE FRADEN

Its President

ATLANTIC BEACH SEAFOOD RESTAURANT, INC.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 26, 1996

SOL H. PROCTOR, ESQ
1015 BLACKSTONE BLDG
JACKSONVILLE, FL 32202

SUBJECT: ATLANTIC BEACH SEAFOOD GRILL, INC.
Ref. Number: W96000020411

We have received your document for ATLANTIC BEACH SEAFOOD GRILL, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 996A00044376

ARTICLES OF INCORPORATION
OF

ATLANTIC BEACH SEAFOOD GRILL, INC.

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is ATLANTIC BEACH SEAFOOD GRILL, INC.

ARTICLE II

NATURE OF BUSINESS: The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK: The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is 75 shares of common stock having a nominal or par value of One Hundred Dollars (\$100.00).

ARTICLE IV

TERM OF EXISTENCE: This corporation is to exist perpetually.

ARTICLE V

REGISTERED OFFICE AND AGENT: The principal office and mailing address of the corporation and that of the registered agent are the same and is as follows:

4309 S. University Blvd., Jacksonville, Florida 32216
Beverly Eagerton

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

DIRECTORS: The corporation will have not more than three directors. The number of directors may be diminished from time to time by the by-laws adopted by the stockholders, but shall never be more than five.

ARTICLE VII

INITIAL DIRECTOR: The name and post office address of the initial director of this corporation is:

Beverly Eagerton
4309 S. University Blvd.
Jacksonville, Florida 32216

ARTICLE VIII

INCORPORATOR: The name and post office address of the person signing these Articles of Incorporation as an incorporator is:

I accept the designation of registered agent.

Beverly Eagerton
4309 S. University Blvd.
Jacksonville, Florida 32216


INCORPORATOR

FL E263-066-54-822-0

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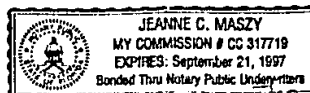
STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above named for taking acknowledgements, personally appeared **BEVERLY EAGERTON**, to me known as the incorporator in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 24 day of SEPT, 1996.


NOTARY PUBLIC, State of Florida

My Commission Expires:



FILED
96 OCT -1 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA