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PROFESSOR
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 127958 82378A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 22, 1996

ORDER TIME : 9:44 AM

ORDER NO. : 127958-005

CUSTOMER NO: 82378A

CUSTOMER: Ms. Dorothy M. Meyer
SAFRON ROONEY & DZURAK

000001983050--4
-10/22/96--01116--003
*****70.00 *****70.00

P.O. Box 400

Punta Gorda, FL 33951-0400

DOMESTIC FILING

NAME: DUKE ENTERPRISES OF
CHARLOTTE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
95 OCT 22 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROCESSED
95 OCT 22 AM 11:04
DIVISION OF CORPORATIONS

KL
10-22-96

JOHN S. DZURAK
ATTORNEY AT LAW
306 EAST OLYMPIA AVENUE
PUNTA GORDA, FLORIDA 33950

Mailing Address:
Post Office Box 400
Punta Gorda, Florida 33951-0400

FILED
96 OCT 22 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Phone: 941-639-3171
Fax: 941-639-3634

October 21, 1996

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

Re: DUKE ENTERPRISES OF CHARLOTTE, INC.

Dear Sirs:

Please find enclosed the original and one copy of the Articles of Incorporation for DUKE ENTERPRISES OF CHARLOTTE, INC.

Also enclosed is a check in the amount of \$70.00 with regards to the following:

\$35.00 - Filing Fee
\$35.00 - Fee for Resident Agent.

We do not wish to receive a certified copy of the Articles, only proof of filing and document number. Please return the proof of filing to our office.

Thank you very much for your cooperation in this matter,

Sincerely,


JOHN S. DZURAK

JSD:dmm
enclosures

cc: M/M Platt

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DUKE ENTERPRISES OF CHARLOTTE, INC.

I, the undersigned, JOHN S. DZURAK, Esquire, as Incorporator, do hereby create and sign these Articles, as Incorporator, for the purpose of forming a Corporation as provided under the laws of the State of Florida.

I.

The name of the corporation shall be:
DUKE ENTERPRISES OF CHARLOTTE, INC.

II.

The said corporation is hereby empowered to engage in any or all of the following business operations, and to perform all necessary and proper lawful acts in connection therewith, as are or may be authorized by law:

A. To do and perform all of the acts and things and to exercise all of the powers set out and enumerated in Florida Statutes, Chapter 607, (as amended), and to exercise all other powers provided by law to be exercised by corporations.

B. To engage in the business of a restaurant located Charlotte County, Florida.

III.

Said corporation is hereby authorized to have outstanding at any time, a maximum of one hundred and fifty (150) shares of common stock, without par value; no other class or type of stock shall be issued. Each share of stock shall entitle the owner thereof to one vote.

IV.

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

V.

This corporation is to have perpetual existence, or is to exist until dissolved by operation of law.

VI.

The principal and registered office of the corporation is to be located at 1900 Tamiami Trail, Unit #116-E, Port Charlotte, Florida 33948, and the name of its initial Registered Agent is DARREN PLATTS whose mailing address is 1900 Tamiami Trail, Unit #116-E, Port Charlotte, Florida 33948. The mailing address of the corporation is 1900 Tamiami Trail, Unit #116-E, Port Charlotte, Florida 33948.

A Certificate Designating Registered Agent, executed by
by the said DARREN PLATTS is attached hereto as Exhibit 'A'.

VII.

This corporation shall not have less than one
Director initially elected, in accordance with the corpora-
tion By-Laws. The said Board of Directors may, by resolu-
tion, designate one of their number to constitute an Execu-
tive Committee, which, to the extent provided in such resolu-
tion, or in the By-Laws of the corporation, shall have any
may exercise the powers of the Board of Directors.

The number of Directors may be increased or dimin-
ished from time to time by the By-Laws, but shall never be
less than one (1).

VIII.

The power to adopt, alter, amend, or repeal By-Laws
shall be vested in the Board of Directors and the Share-
holders.

IX.

The names and addresses of the first Board of
Directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
DARREN PLATTS	1900 Tamiami Trail Unit #116 Fort Charlotte, Florida 33948
SARAH PLATTS	1900 Tamiami Trail, Unit #116 Port Charlotte, Florida 33948

The Board of Directors shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified.

X.

The first President of the corporation shall be DARREN PLATTS, and the first Secretary/Treasurer shall be SARAH PLATTS. Said officers shall, likewise, hold office for the first year of existence of the corporation, or until his successor is elected and has qualified.

XI.

The names and post office addresses of the subscribers hereto, the number of share of stock each agrees to take, and the amount to be paid therefor, are as follows:

<u>NAMES & ADDRESS</u>	<u>NO. OF SHARES</u>	<u>AMOUNT SUBSCRIBED</u>
DARREN PLATTS and SARAH PLATTS husband and wife	1900 Tamiami Trail Unit #116 Port Charlotte Florida 33048	100 \$ 1,000.00

The aggregate value of such shares shall not be less than the paid sum of One Thousand Dollars of capital, within which the corporation shall begin business.

XII.

Shares held by the initial stockholders listed above may not be sold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be transferred and sold

shall be further specified by written agreement among the shareholders and this corporation.

XIII.

All corporate powers shall be vested by or under the authority of, and the business affairs of this corporation, shall be managed under the direction of the shareholders of this corporation.

XIV.

Directors of this corporation need not be residents of the State of Florida.

XV.

This corporation, through the consent and election of its shareholders shall be permitted to qualify under the provisions of Subchapter S of the Internal Revenue Code.

XVI.

This corporation may also qualify under the provisions of Section 1244 of the Internal Revenue Code, which section permits ordinary loss treatment, when either the holder of Section 1244, stock sells or exchanges such stock at a loss, or when such stock becomes worthless.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals this 21st day of October, 1996.

Shirley M. Marley
Witness #1

Shirley M. Marley
Witness #2

John S. Dzurak
JOHN S. DZURAK
Incorporator

STATE OF FLORIDA

COUNTY OF CHARLOTTE

SWORN TO, subscribed and acknowledged before me this
21st day of October 1996, by JOHN S. DZURAK who is per-
sonally known to me, ~~or who have produced~~ _____
as identification.

My commission expires:

Gail Manley
GAIL MANLEY
Notary Public
State of Florida at Large

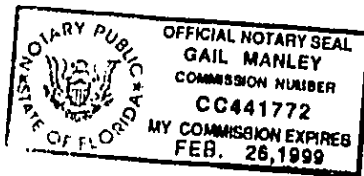



EXHIBIT "A"CERTIFICATE DESIGNATING REGISTERED AGENT
DUKE ENTERPRISES OF CHARLOTTE, INC.

That DUKE ENTERPRISES OF CHARLOTTE, INC., desiring to organize under the laws of the State of Florida, with its principal and registered office, as indicated in the Articles of Incorporation, located at 1900 Tamiami Trail, # 116E, Port Charlotte, Florida 33948, has named DARREN PLATTS, located at 1900 Tamiami Trail # 116E, Port Charlotte, Florida, 33948 and whose mailing address is the same, as its agent to accept service of process within this state.

Having been named to accept service of process for DUKE ENTERPRISES OF CHARLOTTE, INC., the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Dated: October 5th, 1996


DUKE ENTERPRISES OF CHARLOTTE, INC.
Registered Agent DARREN PLATTS

FILED
96 OCT 22 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA