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11/12/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT
PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ROYAL WINDSOR CAPTIVA, INC.

AUDIT NUMBER.....H96000015910

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF
ROYAL WINDSOR CAPTIVA, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation.

ARTICLE ONE

The name of the corporation is **ROYAL WINDSOR CAPTIVA, INC.**

The principal place of business and business address is 11508 Andy Rosse Lane, Captiva, Lee County, Florida 33924

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STATE OF FLORIDA

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
3. To manage, operate, market and promote specialist restaurant and bar facilities.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 1000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

MICHAEL D. TOWNER
2787 E. Oakland Park Blvd, Suite 203
Fort Lauderdale, FL 33306
(954) 565-4544

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FL. BAR # 642347

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ARTICLE FIVE

The street address of the initial registered office of the corporation is 11508 Andy Rosso Lane, Captiva, Lee County, Florida 33924 and the name of its registered agent is Mike Townar.

ARTICLE SIX

The President is Mike Townar.

The Vice-President and Secretary is Nick Merry.

ARTICLE SEVEN

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purposes without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed and known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

© The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee or the stockholders.

ARTICLE EIGHT

The power to amend, adopt and/or repeal the By-Laws for the corporation shall be reserved to the shareholders.

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ARTICLE NINE

Special meetings of stockholders may be called at any time by the President or holders of ten percent (10%) of all outstanding shares.

ARTICLE TEN

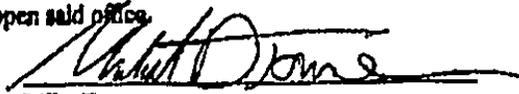
The officers of this corporation may consist of a president, vice-president, treasurer, secretary and such other officers and agents as may be provided for by the by-laws of this corporation, who shall be chosen, serve for such term and have such duties as may be prescribed by such by-laws. The initial officer of this corporation shall be Mike Towner.

ARTICLE ELEVEN

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

That ROYAL WINDSOR CAPTIVA, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the Town of Captiva, Lee County, State of Florida, has named Mike Towner, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Mike Towner
Registered Agent

STATE OF FLORIDA)
COUNTY OF BROWARD)

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ON THIS 12th day of November, 1996, before me appeared Mike Towner, to me personally known and who acknowledged the execution of the foregoing instrument as his free act and deed.

SWORN TO AND SUBSCRIBED before me this 12th day of November, 1996.

[Handwritten Signature]
NOTARY PUBLIC

MY COMMISSION EXPIRES: Dec 3, 1999
PROOF OF IDENTIFICATION: _____

PERSONALLY KNOWN:

ARTICLE TWELVE

The name and address of the incorporator is:
Mike Towner
11508 Andy Rosso Lane
Captiva
Florida 33924



GREGG J. POMEROY
COMMISSION # CC 514528
EXPIRES DEC 03, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

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69 NOV 12 AM 9:51
STATE OF FLORIDA
SECRETARY OF STATE

[Handwritten Signature]
Mike Towner

STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME personally appeared Mike Towner, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 12th day of November, 1996.

[Handwritten Signature]
NOTARY PUBLIC

My Commission Expires: 12-3-1999
Proof of Identification: _____

Personally Known: _____



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