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BRUCE S. KAUFMAN

LAW OFFICES

ELDER LAW  
WILLS, TRUSTS, PROBATE  
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ORMOND BEACH, FLORIDA 32174

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December 3, 1996

BY AIRBORNE EXPRESS

Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

Re: Beachside Steakhouse, Inc.  
(Michael Dann, Incorporator)

600002019576--8  
-12/04/96--01080--015  
\*\*\*122.50 \*\*\*122.50

Gentlemen:

Please file the enclosed Articles of Incorporation and forward the charter to this office.

Our check for \$122.50 is enclosed in payment of the filing fee.  
Thank you for your courtesies in this matter.

Very truly yours,

*Bruce S. Kaufman*

Bruce S. Kaufman

BK/lf

Enc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC -4 PM 12:53

*File 12/4/96*

EFFECTIVE DATE

12/3/96

**ARTICLES OF INCORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLE I - NAME**

The name of this corporation is: BEACHSIDE STEAKHOUSE, INC.

**ARTICLE II - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue 500 shares of One (\$1.00) Dollar par value common stock.

**ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this corporation is:

2324 S. Atlantic Ave.  
Daytona Beach Shores, FL 32118

**ARTICLE V - INITIAL BOARD OF DIRECTORS**

The initial board of directors of the corporation shall be elected by the Incorporator at the first meeting of the Incorporator.

**ARTICLE VI - INCORPORATOR**

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

MICHAEL DANN  
2324 S. Atlantic Ave.  
Daytona Beach Shores, FL 32118

**ARTICLE VII - BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders and except to the extent limited by the shareholders, in the board of directors.

**ARTICLE VIII - DURATION**

The existence of this corporation shall commence on the date of subscription and acknowledgement of these Articles, and shall be perpetual.

**ARTICLE IX - REGISTERED OFFICE AND AGENT**

The street address of the registered office of this corporation and the name of the registered agent of this corporation at such address are as follows:

MICHAEL DANN  
2324 S. Atlantic Ave.  
Daytona Beach Shores, FL 32118

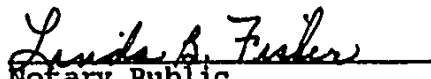
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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IN WITNESS WHEREOF, the undersigned subscriber has executed these  
Articles of Incorporation this December 3, 1996.

  
MICHAEL DANN  
Incorporator

STATE OF FLORIDA )  
COUNTY OF VOLUSIA )

Sworn to and subscribed before me this 3rd day of December, 1996,  
by MICHAEL DANN, who is personally known to me.

  
Notary Public  
State of Florida  
Commission Expiration Date:



LINDA B. FISHER  
MY COMMISSION # 0037904 EXPIRES  
May 17, 1998  
BONDED THRU TROY PAUL INSURANCE, INC.

#### ACCEPTANCE OF REGISTERED AGENT

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

  
MICHAEL DANN  
Registered Agent