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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

300002029313--7
-12/16/96--01005--003
*****70.00 *****70.00

CORPORATION(S) NAME

EFFECTIVE DATE

12-10-96

Harry's of St-Augustine, Inc

Profit Arts of Inc.

NonProfit

Limited Liability Co.

Foreign

Limited Partnership

Reinstatement

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Amendment

Dissolution/Withdrawal

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D. BROWN DEC 13 1996

ARTICLES OF INCORPORATION
OF
HARRY'S OF ST. AUGUSTINE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 13 PM 4: 10

EFFECTIVE DATE
12-10-96

ARTICLE I.

NAME

The name of this corporation is Harry's of St. Augustine, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is 46 Avenida Menendez, St. Augustine, Florida 32084.

ARTICLE III.

COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on execution by the incorporator unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock with a par value of One Cent (\$.01) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the shareholder(s), any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 46 Avenida Menendez, St. Augustine, Florida 32084 and the name of the initial registered agent of this corporation at that address is Louis M. Saig. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI.

INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

ADDRESS

Louis M. Saig

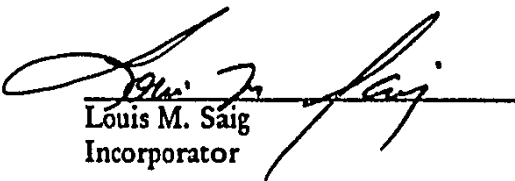
46 Avenida Menendez
St. Augustine, Florida 32084

ARTICLE VII.

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholder(s) or Board of Directors may repeal, amend, or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholder(s) may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed, or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 10th day of December, 1996.

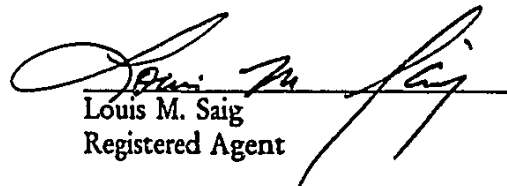

Louis M. Saig
Incorporator

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CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
HARRY'S OF ST. AUGUSTINE, INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Harry's of St. Augustine, Inc., a corporation organized under the laws of the State of Florida, and having been made aware of the obligations and responsibilities of a Registered Agent, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 46 Avenida Menendez, St. Augustine, Florida 32084.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in Jacksonville, Duval County, Florida, on this 10th day of December, 1996.


Louis M. Saig
Registered Agent