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December 19, 1996

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

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-12/24/96--01046--010
****122.50 ****122.50

RE: Wake of the Flood, Inc.

Dear Sir/Madam:

Enclosed are the following documents regarding the formation of the above-referenced profit corporation pursuant to Chapter 607 of the Florida Statutes:

- a. An original and one (1) copy of the Articles of Incorporation and the Certificate of Designation of Registered Agent/Office; and
- b. A check in the amount of \$122.50 representing the filing fees for the Articles of Incorporation, Certificate of Designation of Registered Agent/Office and Certificate of Status.

Please return the Certificate of Status and a file stamped copy of the Articles of Incorporation to the undersigned in the enclosed self-addressed, stamped envelope.

Thank you in advance for your cooperation and assistance in this matter. If you have any questions, please contact me.

Very truly yours,



W. Ted Ernst, Jr., P.A.

ENCLOSURE

DEC 30 1996

ARTICLES OF INCORPORATION
FOR
WAKE OF THE FLOOD, INC.

The undersigned, for the purpose of forming a Florida Corporation pursuant to Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

WAKE OF THE FLOOD, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

908 Kennedy Drive
Key West, Florida 33040

ARTICLE III. CAPITAL STOCK

The number of share of stock that this corporation is authorized to have outstanding at one time is :

100 Shares of Common Stock.

ARTICLE IV. REGISTERED AGENT

The name and address of the initial registered agent is:

Roy C. Anderson
513 Fleming Street
Key West, Florida 33040

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TALLAHASSEE, FLORIDA

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Charles R. Chaplin, Jr.
Vice President-Secretary
3312 Northside Drive
Key West, Florida 33040

Kathleen Kearns
President-Treasurer
4024 Dorn Road
Summerland Key, FL 33042

ARTICLE VII. DIRECTORS

All corporation powers shall be executed by or under the authority of, and the business and affairs of the corporation shall be managed by the Board of Directors. This corporation shall have two (2) directors, initially. The name and address of the initial member of the Board of Directors is:

Charles R. Chaplin, Jr.
Vice President-Secretary
3312 Northside Drive
Key West, Florida 33040

Kathleen Kearns
President-Treasurer
4024 Dorn Road
Summerland Key, FL 33042

ARTICLE VIII. OFFICERS

This corporation shall have two (2) officers, initially.
The names and addresses of the initial officers are:

Charles R. Chaplin, Jr.
Vice President-Secretary
3312 Northside Drive
Key West, Florida 33040

Kathleen Kearns
President-Treasurer
4024 Dorn Road
Summerland Key, FL 33042

ARTICLE IX SUB "S"

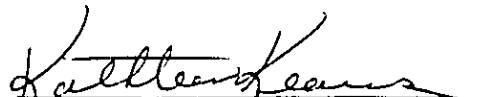
This corporation be a Sub S corporation as described by Section 1371 of the Internal Revenue Code whereby it shall have no more than 35 shareholders, shall not have any shareholder who is neither an individual nor a non-resident alien, and shall not have more than one class of stock.

ARTICLE X. NATURE OF BUSINESS

This corporation may engage or transact in the retail sale of alcoholic beverages and food for consumption, and any and all lawful activities or businesses permitted under the laws of the United States, the State of Florida and any other state of territory.

The undersigned has executed these Articles of Incorporation this 19 day of December, 1996.

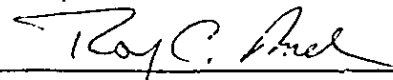

CHARLES P. CHAPLIN, JR.


KATHLEEN KEARNS

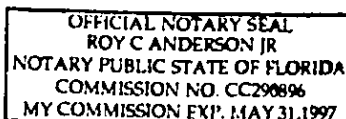
STATE OF FLORIDA)
) ss.
COUNTY OF MONROE)

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State aforesaid and the County aforesaid to administer oaths and take acknowledgments, personally appeared CHARLES P. CHAPLIN, JR. and KATHLEEN KEARNS to me known to be the person described in and who executed the foregoing Articles of Incorporation and that he acknowledged before me that they executed the same. Personally known to me or produced as identification_____.

WITNESS my hand and official seal in the County and State last aforesaid this 19 day of December, 1996.


Printed Name: Roy C. Anderson

My commission expires:



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of the Florida Statutes, the corporation, WAKE OF THE FLOOD, INC., organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

The name and address of the registered agent/registered office is:

Roy C. Anderson
513 Fleming Street
Key West, Florida 33040

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Dated: December 19, 1996.


Roy C. Anderson

FILED
96 DEC 23 PM 02
TALLAHASSEE, FLORIDA