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36 Menendez Road
St. Augustine, FL 32084

December 23, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
DEC 30 1996

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FL Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

With regard to the incorporation of Harbor View Cafe, I have enclosed the following:

1. Articles of Incorporation of Harbor View Cafe, Inc.
2. Filing Fee in the amount of \$122.50.

If you need any additional information, please contact me.

Very truly yours,

Mary Urcuioli

Mary Urcuioli

LT
1-7-97

ARTICLES OF INCORPORATION
OF
HARBOR VIEW CAFE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 30 PM 12:18

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME AND ADDRESS: The name of the Corporation is :
Harbor View Cafe, Inc. and its address is 36 Menendez Road, St. Augustine, Florida 32084.

ARTICLE 2. DURATION: This Corporation shall have perpetual existence
commencing on the date of execution and acknowledgement of these Articles.

ARTICLE 3. PURPOSE: The general purposes for which the Corporation
is organized are the following:

A. To engage in and transact business and for which corporations may be
incorporated under the Florida General Corporation Act.

B. To do such other things as are incidental to the purposes of the Corporation
or necessary or desirable for the purposes of transacting any and all lawful business.

ARTICLE 4. CAPITAL STOCK: The aggregate number of shares which the
Corporation is authorized to issue is 500 shares of common stock. Such shares shall be of
a single class and shall have a par value of \$1.00 per share. Said stock shall be classed as
Section 1244 stock pursuant to the Internal Revenue Code of 1986 as amended.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of the Corporation is 36 Menendez Road, St. Augustine, Florida 32084 with a mailing address of St. Augustine, Florida 32084, and the name of its initial Registered Agent at that address is Mary Urcuioli.

ARTICLE 6. INITIAL BOARD OF DIRECTORS: The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Mary Urcuioli
36 Menendez Road
St. Augustine, FL 32084

ARTICLE 7. INCORPORATORS: The name and address of each Incorporator is as follows:

Mary Urcuioli
36 Menendez Road
St. Augustine, FL 32084

ARTICLE 8. BY-LAW AMENDMENT: The Corporation reserves the power to adopt, alter, amend, or appeal the By-Laws of the Corporation. This right shall be vested in the Board of Directors and the Shareholders.

ARTICLE 9. INDEMNIFICATION: The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE 10. INFORMAL ACTION OF DIRECTORS: If all Directors severally or collectively consent in writing to action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE 11. AMENDMENT OF ARTICLES: This Corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Directors of this Corporation.

ARTICLE 12. PRE-EMPTIVE RIGHTS: Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the Treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of Treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive right. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

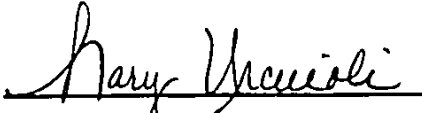
ARTICLE 13. MANAGEMENT OF CORPORATION BY SHAREHOLDERS: All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the shareholders of this Corporation.

ARTICLE 14. OFFICERS: The Officers of the Corporation shall be a President, one (1) or more Vice-Presidents, a Secretary and a Treasurer. The number of Vice-Presidents may be fixed and determined by the shareholders from time to time. Until the first meeting of the shareholders or until the successors are elected and have qualified, the following shall be the Officers of the Corporation.

Mary Urcuioli
36 Menendez Road
St. Augustine, FL 32084

President/Vice President/Secretary/Treasurer

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 23rd day of December 1996.


Mary Urcioli

STATE OF FLORIDA

ss:

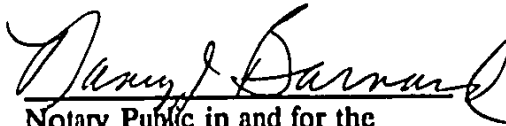
COUNTY OF ST. JOHNS

Before me, the undersigned authority, personally appeared Mary Urcioli, to me known to be the person who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that she executed such instrument.

WITNESS my hand and seal this the 23rd day of December, 1996.



NANCY J. BARNARD
Notary Public, State of Florida
My comm. expires Sept. 18, 2000
Comm. No. CC 578077


Notary Public in and for the
State of Florida at Large

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of HARBOR VIEW CAFE, INC. which is contained in the foregoing Articles of Incorporation.

Dated this the 23rd day of December, 1996.


Mary Urcioli