

JENNIFER L. WHITELAW

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NAPLES, FLORIDA 34103-3587

(941) 262-1001
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INTELLECTUAL PROPERTY
AND RELATED CAUSES

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January 7, 1997

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

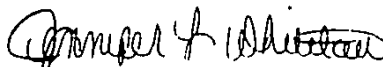
Re: Incorporation - Aquila Ventures, Inc.

Dear Sir or Madam:

I enclose for filing the Articles of Incorporation for Aquila Ventures, Inc. Please file immediately and return the certificate and all other corporate documents to the corporation c/o my office at the above address.

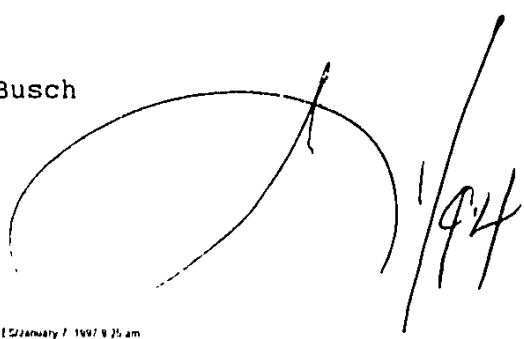
Also enclosed is my law office check for all government, filing, issue and certification fees.

Sincerely,


Jennifer L. Whitelaw

Enclosures - 2

cc: Ms. Jennifer Busch



Articles of Incorporation of Aquila Ventures, Inc.

FILED
97 JAN 9 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as incorporator of a corporation under the Florida Business Corporations Act adopts the following Articles of Incorporation of such corporation:

ARTICLE I NAME

The name of the corporation is Aquila Ventures, Inc.

The mailing address is c/o Law Offices of Jennifer L. Whitelaw, 850 Park Shore Drive, Suite 203, Naples, Florida 34103.

ARTICLE II CORPORATE DURATION

The period of its duration is perpetual.

ARTICLE III PURPOSES

The purpose is to conduct restaurant services, and any other activity or business permitted under the laws of the United States and Florida.

ARTICLE IV CAPITALIZATION

The Corporation shall have the authority to issue 1,000 shares of common stock with \$1.00 par value.

ARTICLE V REGISTERED OFFICE AND AGENT, INCORPORATOR

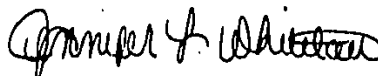
The address of the initial registered office is Law Offices of Jennifer L. Whitelaw, 850 Park Shore Drive, Suite 203, Naples, Florida 34103, and the name of its initial registered agent and incorporator at said address is Jennifer L. Whitelaw.

ARTICLE VI DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one, whose name and address is:

Ms. Jennifer Busch, 61 Emerald Woods Drive, Unit D4, Naples, Florida 34108

Dated: January 6, 1997



Jennifer L. Whitelaw
Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned designated as the registered agent hereby agrees to comply with the provisions of the Florida Business Corporation Act, to accept this capacity, maintain the designated place, and accept service of process.