

P97000004969

TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISIONS OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

Castle Mar III, Inc.

SUBJECT: BEACHES a bistro, INC.

(PROPOSED CORPORATE NAME)

400002043744--4

-01/03/97--01005--017

*****78.75 *****78.75

ENCLOSED PLEASE FIND AN ORIGINAL AND (1) ONE COPY OF THE ARTICLES
OF INCORPORATION FOR THE ABOVE CORPORATION AND A CHECK IN THE
AMOUNT OF \$78.75. PLEASE PROVIDE A CERTIFICATE OF STATUS.

FROM:

DAVID C. HASTINGS

19941 GULF BLVD. #E

INDIAN SHORES, FL. 33785

(813) 595-9559

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN -3 AM 9:10

FILED

W97-430

EFFECTIVE DATE
1-1-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 8, 1997

DAVID C. HASTINGS
19941 GULF BLVD. #E
INDIAN SHORES, FL 33785

SUBJECT: BEACHES A BISTRO, INC.
Ref. Number: W97000000430

*Please see attached
corrected Corp name
Thank you
D. Hastings
(813) 595-9559*

We have received your document for BEACHES A BISTRO, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 597A00000864

TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISIONS OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

SUBJECT: CASTLE MAR III, INC.

(PROPOSED CORPORATE NAME)

ENCLOSED PLEASE FIND AN ORIGINAL AND (1) ONE COPY OF THE ARTICLES
OF INCORPORATION FOR THE ABOVE CORPORATION AND A CHECK IN THE
AMOUNT OF \$78.75. PLEASE PROVIDE A CERTIFICATE OF STATUS.

FROM: DAVID C. HASTINGS
19941 GULF BLVD. #E
INDIAN SHORES, FL. 33785
(813) 595-9559

EFFECTIVE DATE
1/1/97

ARTICLES OF INCORPORATION

OF

CASTLE MAR III, INC.

FILED
97 JAN -3 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the Florida Business Corporation Act and in accordance with the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be CASTLE MAR III, INC.
The effective date of incorporation shall be January 1, 1997.

ARTICLE II

The general nature of the business or businesses to be conducted by this corporation, together with and in addition to those powers conferred by the laws of the State of Florida upon corporations organized under and by virtue of the laws of Florida shall be as follows:

(a) To operate various business ventures within the State of Florida.

(b) To buy, sell, deal in, lease, hold or improve real estate and the fixtures and personal property incident thereto.

(c) To borrow money and contract debts necessary for the transaction of its corporate rights.

(d) To apply and qualify to carry on the general nature of business or businesses as authorized by this corporate charter and/or any amendments hereto in any state of the United States of America.

(e) To do all and anything necessary and proper for the accomplishment of the objectives enumerated in its Articles of Incorporation or amendments thereof or necessary or incidental to the protection or benefit of the corporation and, in addition to the specific powers enumerated herein, to have any and all rights, powers and privileges which are granted to corporations incorporated under the laws of the State of Florida and in that connection to carry on any lawful business necessary or incidental to the attainment of the objectives of the corporation, whether such business is similar in nature to the objectives set forth in the Articles of Incorporation or any amendment thereof.

ARTICLE III

The capital stock of the corporation shall be divided into 1000 shares of common stock with par value of \$1.00 per share, and each share shall entitle the holder to vote at any meeting of the stockholders.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The principal offices of the corporation shall be located at 5402 Gulfport Blvd, Gulfport, Florida 33707, and its mailing address is the same, but the corporation shall have the power to establish branch offices and other places of business at such other places within or without the State of Florida as may be determined and deemed expedient by the Directors.

ARTICLE VI

This corporation shall have three (2) directors initially. Their names and addresses of the initial directors are as follows:

Patricia M Burke	Lawrence J Burke
6495 Debbie Ln.	6495 Debbie Ln.
South Pasadena, Fl. 33707	South Pasadena, Fl. 33707

ARTICLE VII

The name and address of the initial registered agent is:

David C. Hastings
19941 Gulf Blvd. #E
Indian Shores, Florida 33785

and the officers of said corporation who shall hold office until their successors are elected shall be as follows:

Patricia M Burke	- President
Lawrence J Burke	- Secretary/Treasurer

ARTICLE VIII

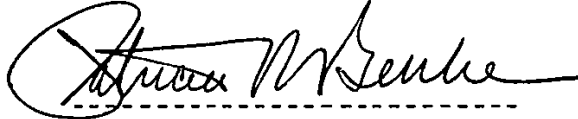
The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE IX

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

Patricia M Burke
6495 Debbie Ln.
South Pasadena, Fl. 33707

The undersigned has executed these Articles of Incorporation this 30th day of December, 1996.

A handwritten signature in cursive script, appearing to read "Patricia M. Burke", is written over a horizontal dashed line.

Signature/Title

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: CASTLE MAR III, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE

DAVID C. HASTINGS
19941 GULF BLVD. #E
INDIAN SHORES, FL. 33785

FILED
97 JAN -3 AM 9:10
STATE
TALLAHASSEE, FLORIDA

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.

SIGNATURE

D C Hastings

DATE

12/30/96