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LAW OFFICE
Joseph R. Moss
Attorneys and Counselors at Law

1530 SOUTH FEDERAL HIGHWAY
ROCKLEDGE, FLORIDA 32955-2844

JOSEPH R. MOSS
NANCY E. BRANDT

TELEPHONE
(407) 638-0202



FAX
(407) 639-8677

January 13, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

RE: FROST & KENWORTHY, INC.

Dear Sir:

Enclosed, please find the Articles of Incorporation in regard to the above referenced. I have also enclosed a check in the amount of \$122.50, the fee required to file and certify same.

When completed, please return the certified articles to my office.

Thank you for your attention to this matter.

Sincerely,

Joseph R. Moss
Joseph R. Moss

Enclosures (2)

cc: Mr. Steven Frost

JRM:mem

FILED
97 JAN 23 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
1/23/97
[Signature]

ARTICLES OF INCORPORATION

OF

FROST & KENWORTHY, INC.

ARTICLE I - NAME

The name of this corporation is FROST & KENWORTHY, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of obtaining a liquor license, sale of alcoholic beverages, and for any other lawful purpose.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7000 shares of \$1.00 per value common stock.

ARTICLE V - ADDRESS OF PRINCIPLE OFFICE

The initial post office address of the principle office of this corporation shall be 231 Minuteman Causeway, Cocoa Beach, Florida, 32932.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1530 S. Federal Highway, Rockledge, Florida, 32955 and the name of the initial registered agent of this corporation at that address is JOSEPH R. MOSS, ESQUIRE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be increased at any time by the By-laws, but shall never be less than one. The names of the initial Directors of this corporation are:

PRESIDENT

STEVEN FROST

VICE PRESIDENT

STEVEN FROST

SECRETARY/TREASURER

STEVEN FROST

ARTICLE VIII - FISCAL YEAR

The fiscal year of the corporation shall be from January 1 to December 31.

ARTICLE IX - INCORPORATION

The name and address of the person signing the Articles is:

STEVEN FROST
518 Jefferson Avenue
Cape Canaveral, Florida 32920

ARTICLE X - BY-LAWS

The initial By-laws of this corporation shall be adopted by the Board of Directors. Thereafter, By-laws may be amended by majority vote from the Board of Directors, and may also be amended by majority vote of the stockholders.

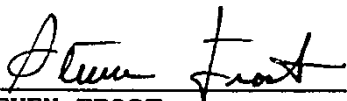
ARTICLE XI - SHAREHOLDERS MEETINGS

The first annual shareholders meeting shall be held within ninety (90) days of the creation of this corporation at a place and time to be determined by the Board of Directors. Thereafter, the place and time for the annual stockholders meeting shall be as determined by the By-laws of the corporation.

ARTICLE XII - QUORUM AND MAJORITY

At all meetings of the Board of Directors of this corporation, and at all meetings of the stockholders of this corporation, a quorum for such meeting shall consist of a majority of those eligible to vote, and a majority of those actually voting shall be sufficient to take any action.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of January,
1997.



STEVEN FROST

STATE OF FLORIDA

COUNTY OF BREVARD

Before me, a Notary Public, authorized to take acknowledgements in the state and county set forth above, personally appeared STEVEN FROST, known to me or who has produced Personally known as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the state and county aforesaid, this 17 day of January, 1997.

Mary E. Moss
Notary Public State of Florida
at Large

My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

I agree as Resident Agent to accept Service of Process, to office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by Law.

Joseph R. Moss
JOSEPH R. MOSS, ESQUIRE