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MONTEGO BAY. '41' RESTAURANT AND LOUNGE, INC.  
2315 Tamiami Trail  
Port Charlotte, FL 33952

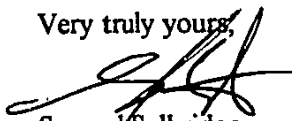
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-01/31/97--01037--019  
\*\*\*\*122.50 \*\*\*\*122.50

TO WHOM IT MAY CONCERN

Please find enclosed our check in the amount of \$122.50 being payment for  
Incorporation Fees.

Very truly yours,

  
Samuel Selkridge  
President

Enclosures

FILED  
97 JAN 28 AM 10:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmc  
1/29/97

Articles of Incorporation  
of  
MONTEGO BAY. '41' RESTAURANT AND LOUNGE, INC.

**FILED**  
97 JAN 28 AM 10:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I

Name and Duration

The name of the Corporation is MONTEGO BAY. '41' RESTAURANT AND LOUNGE, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these articles are filed by the Secretary of State.

Article II

Principal Office

The address of the principal office of the Corporation is 2315 Tamiami Trail, Port Charlotte, Florida 33952.

Article III

Registered Office and Agent

The address of the registered office in the State of Florida is 2315 Tamimai Trail, in the city of Port Charlotte, County of Charlotte. The name of the registered agent at such address is Samuel Selkridge.

## Article IV

### Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

## Article V

### Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 100,000 shares of Common Stock ("Common Stock"), \$1.00 par value per share.

## Article VI

### Incorporator

The name and mailing address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Samuel Selkridge	2315 Tamiami Trail Port Charlotte, FL 33952

## Article VII

### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

Name	Address
Samuel Selkridge	2315 Tamiami Trail Port Charlotte, FL 33952

## Article VIII

### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

## Article IX

### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

## Article X

### Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

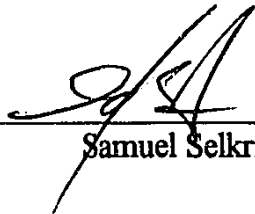
## Article XI

### Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly set my hand and seal.

DATED at Port Charlotte, Charlotte County, Florida, this  
16th day of January 1997.

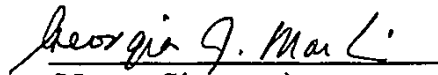
  
\_\_\_\_\_  
Samuel Selkridge

STATE OF FLORIDA            )  
  ) SS.  
COUNTY OF CHARLOTTE )

The foregoing instrument was acknowledged before me this  
16th day of January 1997 by Samuel Selkridge , on behalf of the  
corporation. He is personally known to me or has produced  
D/L # S426-785-49-218-0 as identification.



GEORGIA A. MARTIN  
My Commission CG534864  
Expires Feb. 22, 2000

  
\_\_\_\_\_  
(Notary Signature)

GEORGIA A. MARTIN  
(Notary Name Printed)  
NOTARY PUBLIC

**FILED**

97 JAN 28 AM 10:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**REGISTERED AGENT CERTIFICATE**

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute.

That MONTEGO BAY. '41' RESTAURANT AND LOUNGE, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Port Charlotte, County of Charlotte, State of Florida, has named Samuel Selkridge, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further states he is familiar with Section 607.0501, Florida Statutes.

  
\_\_\_\_\_  
Samuel Selkridge

**DATED: January 16, 1997**