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January 22, 1997

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

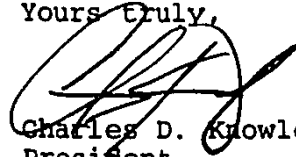
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Re: Capt. Hornblowers Jazz Bar & Cafe, Inc.

Gentlemen:

On behalf of Captain Hornblowers, Inc., I hereby consent to the use of the name of Captain Hornblowers by Patricia J. Knowles in the formation of a corporation to be known as Capt. Hornblowers Jazz Bar & Cafe, Inc.

Yours Truly,



Charles D. Knowles, Jr.,
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
CAPT. HORNBLLOWERS JAZZ BAR & CAFE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is Capt. Hornblowers Jazz Bar & Cafe, Inc. The principal office and mailing address of the corporation is 938 Pitts Avenue, Panama City, Florida, 32404.

ARTICLE II

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

This corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV

This corporation is authorized to issue One Hundred (100) shares of common stock, each share having the par value of \$1.00.

ARTICLE V

The street address of the initial registered office of this corporation is 938 Pitts Avenue, Panama City, Florida, 32404, and the name of the initial registered agent of this corporation at that address is Patricia J. Knowles.

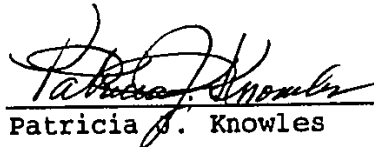
ARTICLE VI

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:
Patricia J. Knowles, 938 Pitts Avenue, Panama City, Florida, 32404.

ARTICLE VII

The name and address of the person signing these Articles is:
Patricia J. Knowles, 938 Pitts Avenue, Panama City, Florida, 32404.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
22nd day of January, 1997.




Patricia J. Knowles

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

Capt. Hornblowers Jazz Bar & Cafe, Inc., desiring to organize under the laws of the State of Florida, has designated 938 Pitts Avenue, Panama City, Florida, 32404, as its initial Registered Office and has named Patricia J. Knowles, 938 Pitts Avenue, Panama City, Florida, 32404, as its agent to accept service of process within this state.



Patricia J. Knowles

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept said appointment and agree to comply with the provisions of said act relative to keeping open said office.



Patricia J. Knowles