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RANDALL C. GRANTHAM, P.A.

ATTORNEY AT LAW

NORTHFORK PROFESSIONAL CENTER

1519 DALE MABRY HIGHWAY, SUITE 100, LUTZ, FLORIDA 33549



January 27, 1997

OFFICE: (813) 949-3681

FAX: (813) 949-6216

Secretary of State
Corporate Charter Division
Post Office Box 6327
Tallahassee, Florida 32314

000002073590--8

-01/30/97-01036--020

***122.50 ***122.50

Re: Whiskey Willy's, INC.

Dear Sir:

Please find enclosed the original and one copy of the Articles of Incorporation for the above-named corporation, along with a check in the amount of \$122.50 to cover your corporate fees and copy charges.

Please file this corporation with your office and return same to me at the above address at your earliest convenience.

Your cooperation is appreciated.

Sincerely,

RANDALL C. GRANTHAM
Attorney-at-Law

RCG/lg
Enclosure

FILED
97 JAN 30 PM 4:42
TALLAHASSEE, FLORIDA

2-3-97
Kf

ARTICLES OF INCORPORATION
OF
WHISKEY WILLY'S, INC.

FILED
97 JAN 30 PM 4:42
SEC
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, natural persons competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the applicable laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be WHISKY WILLY'S, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCKS

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares all of which shall be voting common stock of the par value of One (\$1.00) Dollar.

To the extent permitted by law, said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954, as amended.

All of the said stock shall be payable in cash, or in services or property other than stock or securities, in lieu of cash, at a just valuation to be determined by the stockholders of this corporation at a regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business will not be less than Five Hundred (\$500.00) Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial office and principal of this corporation is: 1901 Brinson, Lot 1, Lutz, Florida 33549.

The name of the initial registered agent of this corporation at the address listed above is Randall C. Grantham.

ARTICLE VII - DIRECTORS

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 names and addresses of the initial directors of this corporation are as follows:

Mary Totten
1901 Brinson, Lot 1
Lutz, Florida 33549

The name and address of the person signing these Articles of Incorporation is as follows:

Mary Totten
1901 Brinson, Lot 1
Lutz, Florida 33549

ARTICLE VIII - INCORPORATORS

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

Mary Totten
1901 Brinson, Lot 1
Lutz, Florida 33549

IN WITNESS WHEREOF the incorporator has hereunto set his hand and seal, this 27th day of January, 1997.

Mary Totten
MARY TOTTEN

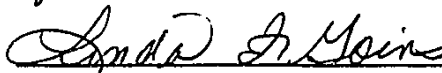
STATE OF FLORIDA

COUNTY OF PASCO

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State of Florida, County of Pasco, to take

acknowledges, personally appeared MARY TOTTEEN described as the incorporator in WHISKEY WILLY'S, INC., and he executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same freely and voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal at Pasco County, Florida, this 27th day of January, 1997.


LINDA F. GOINS, NOTARY PUBLIC
State of Florida at Large

My Commission Expires:




OFFICIAL SEAL
LINDA F. GOINS
Notary Public - State of Florida
CC 339016
My Commission Expires
January 19, 1998

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 616.023, Florida Statutes, the following is submitted in compliance with said act:

That WHISKEY WILLY'S, INC. desiring to organize under the laws of the State of Florida as a corporation with its principal office, as indicated in its Articles of Incorporation, at 1901 Brinson, Lot 1, Lutz, Florida 33549, has named Randall C. Grantham whose address is 1519 Dale Mabry Hwy., Suite 100, Lutz, Florida 33549, as agent to accept service of process within this state.

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


RANDALL C. GRANTHAM
REGISTERED AGENT

FILED
97 JAN 30 PM 4:42
TALLAHASSEE, FLORIDA