

Derby Pub Inc
1838 US Hwy 19
Holiday FL 34691
(813) 942-4166

P97000012495

Friday, January 31, 1997

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-02/05/97--01038--001
***131.25 ***131.25

Department of State
Division of Corporations
PO Box 6327
Tallahassee FL 32314

Dear Sir or Madam;

Enclosed you will find the Articles of Incorporation and the Statement of Designation of the Registered Agent for "Derby Pub Inc".

Also enclosed is a check in the amount of \$131.25 to cover the costs of the filing fee, Certified Copy & Certificate.

I would appreciate your immediate attention to this matter, so that I may file for Sub Chapter "S" status with the Internal Revenue Service.

Sincerely,

Randolph L. Cartwright

Randolph L Cartwright
President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB -5 PM 12:34

Randolph Cartwright GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Principal Address*
DATE *2/7/97*
DOC. EXAM. *cf*

cf 2/7/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 FEB -5 PM 12:34

ARTICLES OF INCORPORATION
of
DERBY PUB INC

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Delaware, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is Derby Pub Inc.

1838 US Highway 19
Holiday, FL 34691

ARTICLE II
SHARES

The total number of shares which the corporation shall have authority to issue is 1,000 shares of no par value stock.

ARTICLE III
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Randolph L Cartwright
1838 US Hwy 19
Pasco County
Holiday, FL 34691

_____ GAVE
AUTHORIZATION BY PHONE TO
CORRECT _____
DATE _____
DOC. EXAM. _____

ARTICLE IV PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE V DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Randolph L Cartwright
2336 Arcadia Rd
Holiday, FL 34690

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VI LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

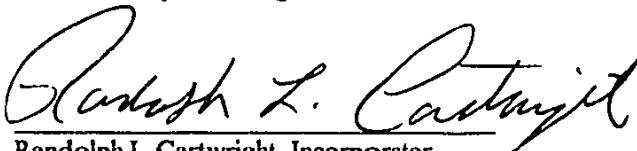
Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

A handwritten signature in cursive script, reading "Randolph L. Cartwright".

Randolph L. Cartwright, Incorporator
1838 US Hwy 19
Holiday, FL 34691

State of Florida, County of Pasco, ss:

Subscribed and sworn to (or affirmed) before me this 31st day of January, 19 97.

Carole A. Auer
Notary Public



CAROLE A. AUER
My Comm Exp. 12/29/98
Bonded By Service Ins
No. CC430125

☐ Personally Known ☐ Other I. D.

Derby Pub Inc
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Holiday FL 34691
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

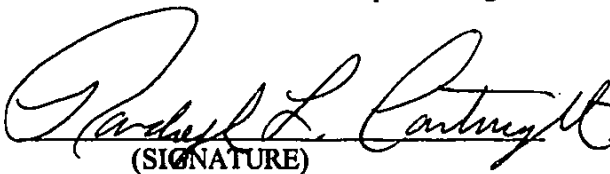
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PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF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

- 1 - The name of the corporation is - Derby Pub Inc.
- 2 - The name and address of the registered agent and office is:

Randolph L Cartwright
1838 US Hwy 19
Holiday FL 34691

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this statement, 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 obligations of my position as registered agent.


(SIGNATURE)

1-31-97
DATE