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Mark H. Muller
Leo J. Salvatori
Joseph D. Zaks

Quarles & Brady
PA97000012754

February 6, 1997

FEDERAL EXPRESS

Attorneys' Title Insurance Fund, Inc.
Attn: Barb
660 East Jefferson Street
Suite 200
Tallahassee, FL 32301

*Return to
E. M. ASAP*

200002001972--6
02/07/97--01031--022
***122.50 ***122.50

Re: Peabody Sports Café, Inc.

Dear Barb:

Enclosed are the original Articles of Incorporation, together with a copy of the same, regarding the above-captioned corporation. I would appreciate your filing the same as soon as possible with the Secretary of State. This firm's check in the amount of \$122.50 made payable to the Secretary of State is also enclosed for payment of the filing fee. I would further appreciate your first faxing the Articles to me at the number shown above, and then forwarding the certified copy of the Articles by regular U.S. mail.

Thank you for your assistance in this matter. Please feel free to call if you should have any questions.

Respectfully,

QUARLES & BRADY

Karen
Karen Loper
Secretary to Leo Salvatori

/kl

enclosures

QBNAF1\112187.

RECEIVED
97 FEB - 7 PM 2:46
97 FEB - 7 PM 4:18
DIVISION OF CORPORATION
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

5. BROWN FEB 10 1997

ARTICLES OF INCORPORATION
OF
PEABODY SPORTS CAFÉ, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB -7 PM 4:18

I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I
Name

The name of the corporation is PEABODY SPORTS CAFÉ, INC.

ARTICLE II
Duration

The duration of the corporation shall be perpetual.

ARTICLE III
Purposes

The purposes for which the corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE IV
Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares, consisting of one class only, designated as "Common Stock," of the par value of One Dollar (\$1.00) per share.

ARTICLE V
Directors

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws.

ARTICLE VI
Right to Purchase Own Shares

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

ARTICLE VII
Registered Office and Agent

The address of the initial registered office of the corporation is, 4501 Tamiami Trail North, Suite 300, Naples, Collier County, Florida 34103, and the name of its initial registered agent at such address is Leo J. Salvatori.

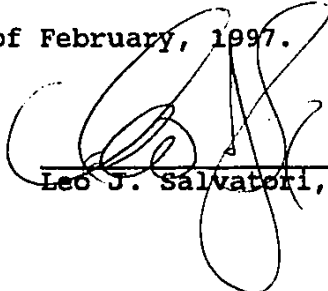
ARTICLE VIII
Incorporator

The name and address of the incorporator is Leo J. Salvatori, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103.

ARTICLE IX
Principal Office

The principal office of the corporation is located at 10621 Airport-Pulling Road, Naples, Florida 34109.

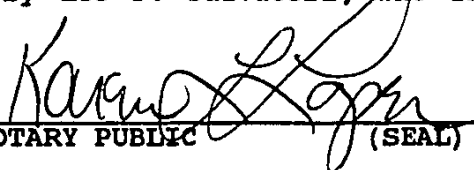
Executed this 6th day of February, 1997.



Leo J. Salvatori, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 6th day of February, 1997, by Leo J. Salvatori, who is personally known to me.



NOTARY PUBLIC (SEAL)

My Commission Expires:

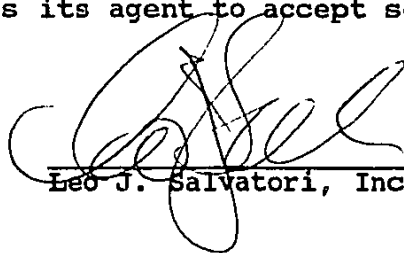


CERTIFICATE OF ACCEPTANCE OF DESIGNATED REGISTERED AGENT AND REGISTERED OFFICE.

In compliance with Section 48.091, Florida Statutes and Section 607.0501(3) of the Florida Business Corporation Act, the following is submitted:

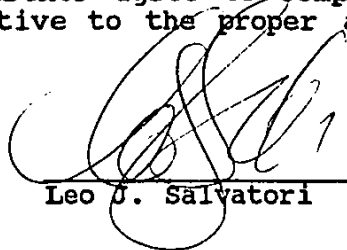
1. That PEABODY SPORTS CAFÉ, INC., desiring to organize under the laws of the State of Florida, has named Leo J. Salvatori located at Barnett Center, 4501 Tamiami Trail North, Suite 300, Naples, Collier County, Florida 34103, as its agent to accept service of process within Florida.

Dated: Feb. 6, 1997


Leo J. Salvatori, Incorporator

2. That, 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; I am familiar with and accept the obligations of §607.0505 of the Florida Business Corporation Act and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

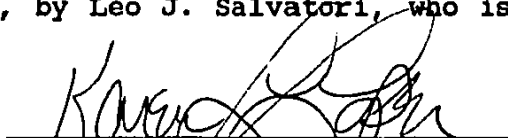
Dated: Feb. 6, 1997


Leo J. Salvatori

FILED IN STATE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB -7 PM 4:18

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 6th day of February, 1997, by Leo J. Salvatori, who is personally known to me.


NOTARY PUBLIC (SEAL)

My Commission Expires:

