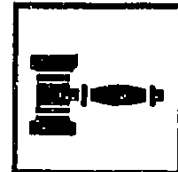


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Department of State  
Division of Corporations  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, Florida 32301  
Re: KERRY'S SPORTS PUB INC.

Gentleman/Madam:

Enclosed is an original and one copy of Articles of Incorporation for the above named Corporation. In addition, a check in the sum of \$ 78.75 which represents the following:

FILING FEE & CERTIFICATE

Please file the original of the enclosed Articles of Incorporation and return the necessary paperwork to the undersigned.

Yours very truly,

*Connie L. Embury*  
Connie L. Embury

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*PA 2/24/97*

ARTICLES OF INCORPORATION  
OF  
KERRY'S SPORTS PUB INC.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE: NAME: The name of the corporation shall be KERRY'S SPORTS PUB INC.

ARTICLE TWO: DURATION: The term of existence of the corporation is perpetual.

ARTICLE THREE: PURPOSE: The purpose of the corporation is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. KERRY'S SPORTS PUB INC., also may own, buy, and sell parts or all of other businesses, real estate, and investments; conduct research; develop equipment; design, construct, own, sell, and lease equipment; and hold patents. KERRY'S SPORTS PUB INC., may do writing of all types, including printing, publishing, distributing, buying, and selling; enter into textiles and their manufacture, distribution, sales, etc.; and take advantage of any and all opportunities, ventures, and spin-offs that are legally available.

ARTICLE FOUR: CAPITAL STOCK: The aggregate number of shares which the corporation has authority to issue is one hundred (100) shares, all of which shall be common shares with a par value of no par.

ARTICLE FIVE: REGISTERED OFFICE: The street address of the initial Registered Office of the corporation is 830 No. Wickham Road, Melbourne, Florida 32935, and the name of the Registered Agent is DAN BROUSSARD.

**ARTICLE SIX: DIRECTORS:** The Board of Directors of the corporation shall consist of no less than ONE and no more than EIGHT members.

The names and addresses of the initial Board of Directors are:

RONALD SIAS  
1491 Sheafe Avenue #106  
Palm Bay, FL 32905

BRIAN KERRY REDDING JR.  
635 Binney Street N.E.  
Palm Bay, FL 32907

**ARTICLE SEVEN: INCORPORATORS:** The incorporators of the corporation and the subscriber to these Articles of Incorporation are:

RONALD SIAS  
1491 Sheafe Avenue #106  
Palm Bay, FL 32905

BRIAN KERRY REDDING JR.  
635 Binney Street N.E.  
Palm Bay, FL 32907

**ARTICLE EIGHT: BY-LAWS AND ARTICLES OF INCORPORATION:** The shareholders shall have the exclusive authority to formulate, approve and/or amend By-Laws of the corporation and shall have the exclusive authority to formulate, approve, and/or adopt these amendments to these Articles of Incorporation.

**ARTICLE NINE: COMMENCEMENT OF EXISTENCE:** The corporation shall be deemed to commence its existence upon the filing of these Articles in the Office of the Secretary of State of the State of Florida.

**ARTICLE TEN: PRINCIPAL PLACE OF BUSINESS:** The principal place of business for said corporation is: 830 No. Wickham Road, Melbourne, FL 32935 and the mailing address is: THE SAME.

**DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT**

KERRY'S SPORTS PUB INC., a Florida corporation, pursuant to Florida Statute 48.091, and its Articles of Incorporation, hereby designates DAN BROUSSARD, whose address is 830 No. Wickham Road, Melbourne, Florida 32935 as its Registered Agent and Registered Office for the service of process as required by law.

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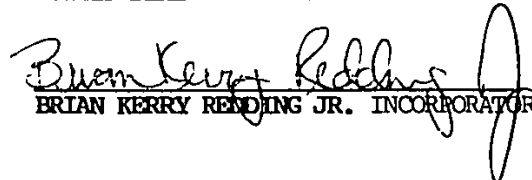
I, **DAN BROUSSARD**, of 830 No. Wickham Road, Melbourne, Florida, 32935, having been named in the foregoing Designation of Registered Agent by **KERRY'S SPORTS PUB INC.**, a Florida corporation and being fully advised and understanding of the duties of a Resident Registered Agent for the service of process as prescribed by Florida Statute 48.091, do hereby accept said designation, and agree to accept service of process as Resident Registered Agent, to keep the office open during prescribed hours, to post my name in a conspicuous place in the office as required by law, and to otherwise comply with the obligations of a Resident Registered Agent to maintain a Registered Office as heretofore indicated.

  
**DAN BROUSSARD** (Registered Agent)

DATED this 20<sup>th</sup> day of February, 1997.

IN WITNESS WHEREOF, I have subscribed my name this 20<sup>th</sup> day of February, 1997.

  
**RONALD STAS** INCORPORATOR

  
**BRIAN KERRY REDDING JR.** INCORPORATOR