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BRUCE A. HOCHSTETLER
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DAYTONA BEACH, FLORIDA 32118-4837

February 25, 1997

BARS ADMITTED:
OHIO
FLORIDA

GENERAL PRACTICE OF LAW
(904) 252-2640
FAX: (904) 253-7802

Department of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, Florida 32301

FILED
97 FEB 26 PM 2:21
TALLAHASSEE, FLORIDA

Re: Vick-Tory Lane Bar and Grill, Inc.

Dear Sir/Madam:

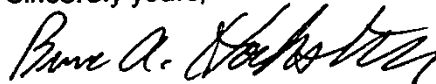
Enclosed are the original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing fee	\$35.00
Certified copy	\$52.50
Registered Agent fee	\$35.00

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****122.50 ****122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Thank you for your cooperation in this matter.

Sincerely yours,



BRUCE A. HOCHSTETLER

BAH:ad
Enclosure

XLB
3-4-97

**ARTICLES OF INCORPORATION
OF
VICK-TORY LANE BAR & GRILL, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be:

Vick-Tory Lane Bar & Grill, Inc.

The principal place of business of this corporation shall be:

2800 S. Nova Road
S. Daytona, FL 32119

ARTICLE II: NATURE OF BUSINESS

This corporation may engage or transact in any of all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock, having a One Cent (\$0.01) par value.

ARTICLE IV: REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation shall be Laddy Malone, 4568 Hoyt Drive, Port Orange, Florida 32119, and the name of the initial registered agent of the corporation at that address is Laddy Malone, 4568 Hoyt Drive, Port Orange, FL 32119.

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ARTICLE V: TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI: PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price for which it is offered to others.

ARTICLE VII: SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII: DIRECTORS

This corporation shall have two directors initially. The names and addresses of the initial members of the Board of Directors are:

Laddy Malone
4568 Hoyt Drive
Port Orange, FL 32119

Donna Preston
4568 Hoyt Drive
Port Orange, FL 32119

ARTICLE IX: INCORPORATION

The name and street address of the incorporators to these Articles of incorporation is:

Laddy Malone
4568 Hoyt Drive
Port Orange, FL 32119

Donna Preston
4568 Hoyt Drive
Port Orange, FL 32119

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 25th day of February, 1997.

Laddy Malone
Laddy Malone
Donna Preston
Donna Preston

Having been named as registered agent for the above stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties obligations of Florida Statutes §607.0505.

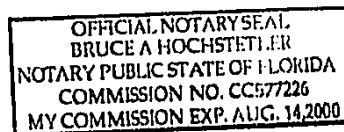
Laddy Malone
Laddy Malone
Registered Agent

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared Laddy Malone & Donna Preston, (well known to me) as the persons described in and who executed the foregoing instrument and acknowledged to and before me that they executed said instrument in the capacity and for the purposes therein expressed.

WITNESS my hand and official seal this 25th day of February, 1997 in the County and State first above written.

Bruce A. Hochstetler
NOTARY PUBLIC



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