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19700024148

March 11, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/12/97--01055--004
****122.50 ****122.50

RE: SALOONS OF AMERICA, Inc.

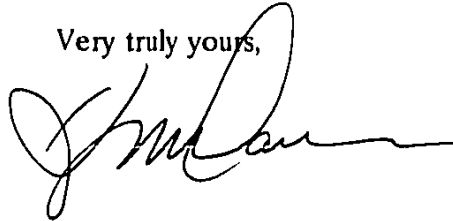
Dear Sir/Madam:

Please find enclosed for filing the original and one copy of the Articles of Incorporation of the above referenced matter. You will also find enclosed our check in the amount of \$ 122.50 for filing fees.

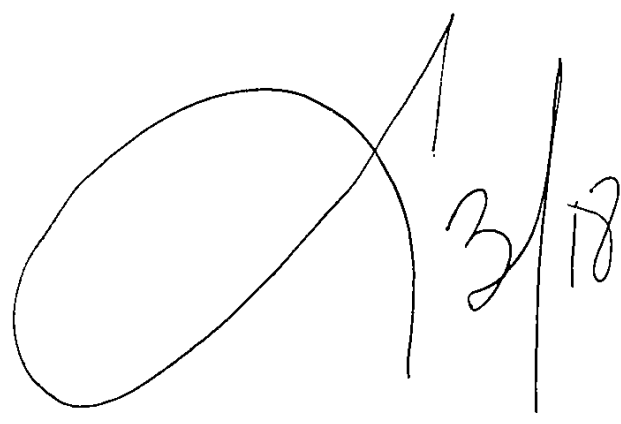
Please forward your certificate as soon as possible.

Your assistance with this matter is greatly appreciated.

Very truly yours,



HMD/sw
Enclosure
cc: S. Zebouni



ARTICLES OF INCORPORATION

OF

SALOONS OF AMERICA, Inc.

ARTICLE I. NAME

The name of this corporation is:

SALOONS OF AMERICA, Inc.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

Any activity or business permitted under the laws of the State of Florida and the United States of America, including, but not limited to, the following:

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the board of directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is:

500 Shares of Common Stock at \$ 1.00 Par Value

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is:

\$500.00

ARTICLE V. TERM

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The post office address of the principal office of this corporation in the State of Florida is:

226-1 Solano Road
Ponte Vedra Beach, Florida 32082

The board of directors may from time to time move the office to any other place in Florida.

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. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VIII. INITIAL DIRECTORS

The name and post office address of the members of the first board of directors of this corporation is:

Salem G. Zebouni
226-1 Solano Road
Ponte Vedra Beach, Florida 32082

ARTICLE IX. SUBSCRIBERS

The name and post office address of the subscriber of these Articles of Incorporation is:

Salem G. Zebouni
226-1 Solano Road
Ponte Vedra Beach, Florida 32082

ARTICLE X. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two or more of them, may by agreement recorded in the minute book of this corporation impose such restrictions on the sale, transfer or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such by-law is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the board of directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members of employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the board of directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the board of directors and the board of directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI. INDEMNITY

This corporation is authorized to indemnify any person to the extent and for the reasons provided in Section 607.014, Florida Statutes.

ARTICLE XII. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE XIII. REGISTERED OFFICE AND REGISTERED AGENT

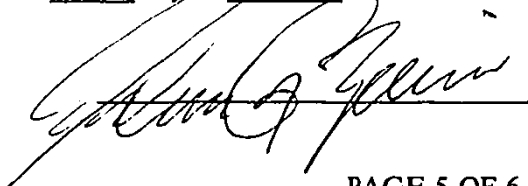
The registered office for this corporation is:

226-1 Solano Road
Ponte Vedra Beach, Florida 32082

The registered agent of this corporation is:

Salem G. Zebouni

IN WITNESS WHEREOF, the subscriber and incorporator has hereunto set his hand and seal this 10th day of March 1997.

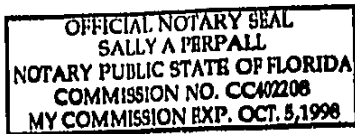
 (SEAL)

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 10th day of March, 1997
by SALEM G. ZEBOUNI who is personally known to me or who has produced _____
_____ as identification and who did take an oath that the matters contained therein are
true.

Sally A. Perfall

Notary Public, State of Florida
My Commission Expires:



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

Pursuant to Chapter 607.034, Florida Statutes, the following is submitted, in compliance with said Act:

That **SALOONS OF AMERICA, Inc.**, desiring to organize under the laws of the State of Florida and with its principal office, as indicated in its articles of incorporation in the City of Jacksonville Beach, County of Duval, State of Florida, has named Salem G. Zebouni, 226-1 Solano Road, Ponte Vedra Beach, Florida 32082, County of St. Johns, State of Florida, as its registered agent to accept service of process within this state.

Salem G. Zebouni

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 agree to comply with the provisions of the Florida General Corporation Act.



Salem G. Zebouni