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LAW OFFICES OF
JAMES R. BOYER, ESQ.
1800 Second St., Suite 808
Sarasota, FL 34236
Phono: 941/965-9329
Fax: 941/364-0090

March 18, 1997

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

Re: Brownstone Cafe Incorporated

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named proposed corporation. Also enclosed is a check in the amount of \$122.50 representing payment of the following:

| | |
|--------------------|--------------|
| Filing fee | \$ 35.00 |
| Certified Copy Fee | 52.50 |
| Registered Agent | <u>35.00</u> |
| | \$122.50 |

Please file the Articles of Incorporation and return the Certificate of Incorporation and certified copy of the Articles to me.

Sincerely yours,

James R. Boyer (mb)
James R. Boyer

/mb

Enc.

DME
3/26/97

FILED
97 MAR 20 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BROWNSTONE CAFE INCORPORATED

FILED
97 MAR 20 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME. The name of the Corporation is:

BROWNSTONE CAFE INCORPORATED

The address of the principal office of this Corporation shall be 510 Central Avenue, Sarasota, Florida 34236, and the mailing address of the Corporation shall be the same.

ARTICLE 2. DURATION. The duration of the Corporation is perpetual.

ARTICLE 3. PURPOSE. The general purpose for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. CAPITAL STOCK. The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial Registered Office of the Corporation is 510 Central Avenue, Sarasota, Florida 34236. The name of the initial Registered Agent of this Corporation at that address is: EARL E. GALLAHER, IV.

ARTICLE 6. INITIAL BOARD OF DIRECTORS. The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation as follows:

Earl E. Gallaher IV
510 Central Avenue
Sarasota, FL 34236

Gina E. Gallaher
510 Central Avenue
Sarasota, FL 34236


ARTICLE 7. INCORPORATORS. The name and address of each person signing these Articles of Incorporation as Incorporator is as follows:

Earl E. Gallaher IV
510 Central Avenue
Sarasota, FL 34236

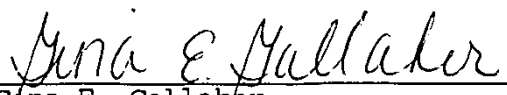
Gina E. Gallaher
510 Central Avenue
Sarasota, FL 34236

ARTICLE 8. AMENDMENT. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 14 day of March, 1997.



Earl E. Gallaher, IV,
Incorporator



Gina E. Gallaher,
Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared EARL E. GALLAHER, IV, who is known to me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed. (Check One): [] Said person is personally known to me [X] Said person provided the following type of identification DL # 460-205-65-081-0.

WITNESS my hand and official seal this 14 day of March, 1997.

Michele T. Brackett
Notary Public (Signature)
Michele T. Brackett
Printed Notary Name
My Commission Expires: _____
My Commission No: _____



STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared GINA E. GALLAHER, who is known to me to be the person described in and who executed the foregoing Articles of Incorporation and she acknowledged to and before me that she executed said instrument for the purposes therein expressed. (Check One): [] Said person is personally known to me [X] Said persons provided the following type of identification DL # G-460-285-72-849-0.

WITNESS my hand and official seal this 14 day of March, 1997.

Michele T. Brackett
Notary Public (Signature)
Michele T. Brackett
Printed Notary Name
My Commission Expires: _____
My Commission No: _____



FILED

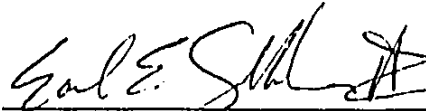
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for BROWNSTONE CAFE INCORPORATED, at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: March 14, 1997.



Earl E. Gallaher, IV,
Registered Agent