

ATTORNEYS AT LAW

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BARTH & PLEAT

JAMES C. BARTH, ESQ.
DAVID BRAND PLEAT, ESQ. (FLA., MD., D.C.)
MARK J. SWEETSER, ESQ.

30 SOUTH SHORE DRIVE
DESTIN, FL 32541
(904) 654-1171
FAX (904) 654-4034

March 20, 1997

Florida Department of State
Division of Corporations
New Filing Section
409 E. Gaines Street
Tallahassee, FL 32399

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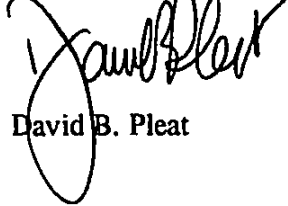
RE: Beachwalk Grill, Inc.

To Whom It May Concern:

Enclosed are the original Articles of Incorporation for Beachwalk Grill, Inc. together with the acceptance of Michael Kelly as Registered Agent.

Also enclosed is a check in the amount of \$122.50 to cover the costs of incorporation. Feel free to call me if you have any questions.

Very truly yours,



David B. Pleat

DBP/jpf

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 31 PM 3:32

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ARTICLES OF INCORPORATION
OF
BEACHWALK GRILL, INC.

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DIVISION OF CORPORATIONS
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The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Beachwalk Grill, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in the operation of a restaurant and/or commercial enterprise and/or any business as permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The corporation shall have authority to issue One Thousand (1000) shares of common stock, all of one class, One Dollar (\$1.00) par value.

ARTICLE V

The address of its principal office is 2996 Scenic Highway 98, East, Destin, Florida 32541.

ARTICLE VI

The address of its initial Registered Office is 2000 Old Highway 98, #9, Destin, Florida 32541, and the name of its initial Registered Agent at said address is Michael Kelly.

I hereby accept the appointment as Registered Agent and am familiar with the duties and responsibilities as Registered Agent of said corporation.


Michael Kelly

ARTICLE VII

The number of directors constituting its initial Board of Directors is six whose names and addresses are:

Michael Kelly
2000 Old Highway 98, #9
Destin, Florida 32541

Burk Wolf
328 Bayshore Drive
Destin, Florida 32541-5805

Jamie Forbes, III
9705 U.S. Hwy. 98, W.
Suite 200
Destin, Florida 32541

Henry Maclin
9705 U.S. Hwy 98, W.
Suite 200
Destin, Florida 32541

Clara K. Plummer
9705 U.S. Hwy 98, W.
Suite 200
Destin, Florida 32541

W. Donald Rutland
9705 U.S. Hwy 98, W.
Suite 200
Destin, Florida 32541

ARTICLE VIII

The name and address of the incorporator is:

Michael Kelly
2000 Old Highway 98, #9
Destin, Florida 32541


Signature of Incorporator

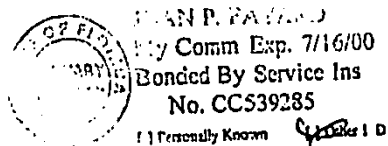
Dated: 3/20, 1997.

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STATE OF FLORIDA
COUNTY OF WALTON

BEFORE ME the undersigned authority, personally appeared Michael Kelly, who produced Florida drivers' license as identification and who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, at Destin, Florida in said County and State this 20th day of March, 1997.



Joan P. Taylor
Notary Public, State of Florida

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