

Examiner's Initials

ARTICLES OF INCORPORATION
OF
GRUNTS, INC.

The undersigned has executed the following document as incorporator of the above corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator and those of the corporation are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The names of the corporation shall be: GRUNTS, INC.

ARTICLE II

The general nature of the business proposed to be transacted, promoted and carried on are to do any and all things hereinafter mentioned as fully and to do the same extent as natural persons might or could do, namely:

- (a) To engage in the business of providing food and beverage services.
- (b) To buy, sell, trade, or deal in any goods, wares, and merchandise.
- (c) To purchase, acquire, hold, sell, convey, mortgage, lease, exchange, and otherwise deal in real estate and personal property of every kind, nature and description whatsoever.
- (d) To build upon or, in any other manner, improve real estate owned by it.
- (e) To lend money secured by mortgage or other security, or without security, for itself, or on a commission basis for others; to borrow money for the purpose of investment, or for any of the purposes of this corporation, and to issue bonds, debenture stock, notes or other obligations therefor, and to secure the same by pledge or mortgage of the whole or any part of the real estate or personal property of this corporation, to buy and sell negotiable paper, to execute deeds, mortgages, contracts, releases, and such other instruments as may be necessary for the carrying on of the business above designated.
- (f) To acquire by purchase, subscription or otherwise, and to hold for the purpose of investment or otherwise, and to own, sell or otherwise dispose of and deal in stocks, bonds, mortgages, securities, notes, commercial papers, or otherwise deal with other evidences of debt, issued by any one or more persons, firms, corporations, or associations, either foreign or domestic, and whether now or hereafter organized, and while the owner thereof, to execute all the rights, powers and privileges of ownership; to guarantee or become surety with respect to any obligation of any said persons, firms, associations or corporations, contained in any of said securities.
- (g) To aid in any lawful manner any corporation, firm or association or individual of which the bonds or other securities or evidences of indebtedness or stocks are held by this corporation, and to do any and all lawful acts or things designated to protect, preserve and improve or enhance the value of any bonds or other acts which may be permitted by law to private persons in the carrying on of the business above designated,

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- (h) To purchase, hold, sell, exchange or transfer, or otherwise deal in shares of its own capital stock, bonds, or other obligations, from time to time to such an extent and in such manner, and upon such terms as its Board of Directors shall determine, provided that this corporation shall not use any of its funds or property for the purchase of its own shares of capital stock when such would cause any impairment of the capital of this corporation, and provided further that shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.
- (i) To carry on any other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the above, or calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its properties, and holdings, and to have, enjoy and exercise all the rights, powers and privileges which are now, or hereafter may be conferred upon corporations organized under the same statutes as this corporation.
- (j) To engage in or conduct any lawful business permitted by the laws and statutes of the State of Florida by virtue of its corporate act.

The foregoing clauses shall be construed both as objects and powers; and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers allowed to corporations by the statutes of the State of Florida.

ARTICLE III

The amount of the authorized capital stock of this corporation shall be ten thousand (10,000) shares. The shares shall have a par value of ONE DOLLAR(\$1.00) each.

The capital stock may be paid for in property, labor, or services at a just valuation to be fixed by the incorporators at the organization meeting. Fractional shares of stock may be issued.

ARTICLE IV

The term for which this corporation shall exist is perpetual.

ARTICLE V

The place of business of this corporation shall be 409 Caroline Street, Key West, Florida, 33040, and it may have such other places of business in the State of Florida as the nature and progress of the business from time to time shall render necessary or desirable. Said corporation shall also have the power to conduct its business outside the State of Florida and may maintain offices in such places for the transaction of its business.

ARTICLE VI

The initial Board of Directors shall consist of one (1) persons and the person who is to serve as the initial director is James B. Edwards, whose address is 99 Golfclub Drive, Key West, Florida 33040.

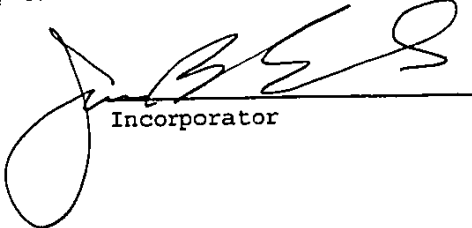
ARTICLE VII

The name of the subscriber of these Articles of Incorporation is James B. Edwards whose address is 99 Golfclub Drive, Key West, Florida, 33040.

ARTICLE VIII

The name of the initial Registered Agent is Paul S. Mills, whose address is 601 Duval Street, Suite 4, Key West, Florida, 33040.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the day of , 1997.


Incorporator

CERTIFICATE OF ACCEPTANCE

Having been named as registered agent to accept service of process for Grunts, Inc. in the Articles of Incorporation of said corporation, I hereby agree to act in that capacity, to comply with the provisions of Section 48.091, Florida Statutes, and to comply with the provisions of all other statutes relating to the proper and complete performance of my duties.

Paul J. Mills

Registered Agent

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