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BBS

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Ballon Business Services

June 12, 1997

DIVISION OF CORPORATIONS
THE CAPITOL
Tallahassee, Florida 32301

Attn: Secretary of State

600002213326--2
-06/16/97--01138--019
*****70.00 *****70.00

Dear Sir:

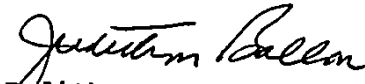
Enclosed please find Articles of Incorporation for the
following corporation:

FLOWER'S COCKTAILS & GRILL INC.

We have also enclosed a check made payable to Secretary
of State in the amount of \$70.00 to cover the filing fees for
this corporation.

If any additional fees are due, please contact this office
for payment. Please mail the approved Articles of Incorporation
and assigned Charter No. to the address indicated below.

Yours truly,


Judith M. Ballon

Encs. (2)

AL JUN 18 1997

FILED
97 JUN 16 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FLOWER'S COCKTAILS & GRILL INC.

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ARTICLE I - NAME

The name of this corporation is FLOWER'S COCKTAILS
& GRILL INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following
purposes:

To engage in any activity or business permitted
under the laws of the United States and of the State of
Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100
shares of capital stock of the Par Value of \$1.00 which
shall be designated "Common shares", and all of which shall
have the same rights and privileges.

ARTICLE V - 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office and mailing address of this corporation is 1241 HWY 301, Dade City, FL 33525

The name and address of the initial Registered Agent of this corporation is Kenneth L. Flower,
381 Willingham Ave.
Dade City, FL. 33525

. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent"

Kenneth L. Flower
Registered Agent, Kenneth L. Flower

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director(s) initially. The numbers of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Kenneth L. Flower
381 Willingham Ave.
Dade City, FL. 33525

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is Kenneth L. Flower, 391 Willingham Ave., Dade City, Florida 33525

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of June, 1997.

Kenneth L. Flower
Kenneth L. Flower Subscriber

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public, authorized to take
acknowledgements in the State and County setforth above,
personally appeared KENNETH L. FLOWER
and personally known to me, or who presented a valid Driver's
License, and who did ~~(did not)~~ take and oath, and who did
acknowledge before me that he executed these Articles of
Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my official seal, in the State and County afore-
said, this 12th day of June, 1997.

Linda D. McCombs

NOTARY PUBLIC, Linda D. McCombs
State of Florida at Large

My Commission Expires: 7/17/98



LINDA D. McCOMBS
COMMISSION # 393100
EXPIRES JUL 17, 1998