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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 454522 4374529

AUTHORIZATION :

COST LIMIT : \$ PRE PAID

ORDER DATE : July 8, 1997

ORDER TIME : 11:06 AM

ORDER NO. : 454522-005

CUSTOMER NO: 4374529

CUSTOMER: Larry Stewart, Esq
LARRY M. STEWART, P.A.

73 S. Flagler Avenue

Stuart, FL 34994

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-07/08/97--01069--007
*****70.00 *****70.00

DOMESTIC FILING

NAME: BAREFOOT BAR & GRILL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED
JUL 8 1997
TALLAHASSEE, FLORIDA

FILED
JUL 8 1997
TALLAHASSEE, FLORIDA

844 JUL 08 1997

LARRY M. STEWART, P.A.

Attorney at Law

73 S.W. Flagler Avenue
Post Office Box 809
Stuart, Florida 34995
(561) 283-8191
Fax (561) 283-4396

July 3, 1997

Secretary of State
State of Florida
Corporate Records Division
The Capitol
Tallahassee, FL 32304

Re: BAREFOOT BAR & GRILL, INC.

To Whom It May Concern:

Enclosed please find the original and a copy of the Articles of Incorporation of BAREFOOT BAR & GRILL, INC., together with a check in the amount of \$70.00. Please file the Articles of Incorporation and return a copy for our file.

Sincerely yours,



LARRY M. STEWART

LMS/csy
encl

ARTICLES OF INCORPORATION

OF

BAREFOOT BAR & GRILL, INC.

FILED

JUL-8 PM 2:30

TALLAHASSEE, FLORIDA

I, the undersigned, do hereby execute these Articles of Incorporation for the purpose of forming and becoming a corporation for profit under the Florida General Corporation Act, and do hereby certify that I have become such a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is:

BAREFOOT BAR & GRILL, INC.

ARTICLE II - PURPOSE AND DURATION

This corporation is organized for the general purpose of managing a restaurant and bar facility and other related matters and to engage in any and all other lawful activity or business permitted under the laws of the State of Florida and of the United States of America.

The corporation shall have perpetual existence.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock with a par value of \$1.00 per share. These shall be designated "Common Shares". The sum of the par value of all shares of capital stock of the corporation

that have been issued shall be the stated capital of the corporation at any particular time.

ARTICLE IV - LIMITATIONS AND RELATIVE
RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. Dividends.

Upon the payment or setting apart for payment of dividends, current and accumulated, at the specified percentage rate per share per annum upon the outstanding Preferred Shares, if any, the directors may declare and pay dividends upon the Common Shares.

Section 2. Rights Upon Liquidation or Dissolution.

Upon payment to the holders of Preferred Shares of the amount payable to them, if any, the remaining assets of this corporation shall be payable to and distributed ratably among holders of record of the Common Shares.

Section 3. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - DESIGNATION OF SERIES

Preferred Shares may be issued from time to time in series if the stockholders have not elected to be taxed as a Small Business Corporation. All Preferred Shares shall be of equal rank and identical, except in respect to the particulars

that may be fixed by the Board of Directors herein. The Board of Directors is authorized and required to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series set forth below:

1. The distinctive designation of all series and the number of shares which shall constitute such series;
2. The annual rate of dividends payable on the shares of all series and the time and manner of payment;
3. The redemption price or prices, if any, for the shares of each, any or all series;
4. The obligation, if any, of the holders of shares of terms and conditions of such conversion.

ARTICLE VI - 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 her 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 VII - PRINCIPAL OFFICE OF THE CORPORATION

The principal office of this corporation is 4817 SE Dixie Hwy., Port Salerno, FL 34997 and the mailing address is the same for this corporation.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 4817 SE Dixie Hwy., Port Salerno, FL 34997 and the name of the initial registered agent of this corporation is JACQUELINE CASTORO.

ARTICLE IX - INITIAL OFFICERS

This corporation shall have one (1) officer initially. The number and duties of officers may be either increased or diminished from time to time by the bylaws but shall never be less than a president or executive officer and a secretary. The names and addresses of the initial officers of this corporation are:

President, Secretary
& Treasurer

JACQUELINE CASTORO
4817 SE Dixie Hwy.
Port Salerno, FL 34997

ARTICLE X - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially.

The number of directors may be either increased by the vote of the holders of forty (40%) percent of the common shares at a duly called meeting, or diminished by the vote of the holders of sixty-seven (67%) percent of the common shares but shall never be less than one (1). The name and address of the person who shall serve as director until his successors have been elected and qualified, is as follows:

JACQUELINE CASTORO

4817 SE Dixie Hwy.
Port Salerno, FL 34997

ARTICLE XI - INCORPORATORS

The name and address of the initial incorporator who is signing these Articles, is:

JACQUELINE CASTORO	4817 SE Dixie Hwy. Port Salerno, FL 34997
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ARTICLE XII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE XIII - RESTRICTIONS OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount so opposite their names:

JACQUELINE CASTORO	1,000 shares
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Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE XIV - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate their votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of their shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XV - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the holders of fifty-one (51%) percent or more of the common shares.

ARTICLE XVI - SHAREHOLDERS QUORUM AND VOTING

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

The affirmative vote of fifty-one (51%) percent of the shares shall be the act of the shareholders.

ARTICLE XVII - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO EXTRAORDINARY CORPORATE ACTIONS

The affirmative vote of seventy-five (75%) percent of the shares of this corporation entitled to vote thereon shall be required for the authorization of mergers, consolidations, sales of assets and amendments.

ARTICLE XVIII - APPROVAL OF SHAREHOLDERS

REQUIRED FOR MERGER

The approval of seventy-five (75%) percent of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIX - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must... be taken at a meeting of shareholders of this corporation, duly called as provided by law, unless waived in writing by all shareholders.

ARTICLE XX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XXI - DIRECTORS COMPENSATION

The shareholders of this corporation shall have exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XXII - NO REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any director from office during his term, without cause.

ARTICLE XXIII - DIRECTOR QUORUM AND VOTING

Fifty-one (51%) percent of the directors shall constitute a quorum for a meeting of directors.

The affirmative vote of fifty-one (51%) percent of the directors, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of fifty-one (51%) percent of the remaining directors, shall be the act of the Board of Directors.

ARTICLE XXIV - MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XXV - DIVIDENDS

Dividends may be paid to shareholders.

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XXVI - REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction

is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

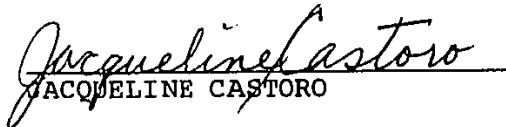
ARTICLE XXVII - INDEMNIFICATION

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

ARTICLE XXVIII - 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.

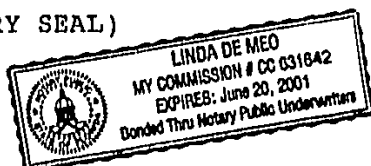
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this ____ day of July, 1997.

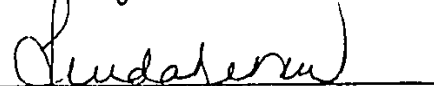

JACQUELINE CASTORO

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 7th day of July, 1997 by JACQUELINE CASTORO, who is personally known to me or who produced personally known for identification purposes and who did not take an oath.

(NOTARY SEAL)




Notary Public Linda De MEO
My Commission Expires:

ACCEPTANCE OF APPOINTMENT

AS REGISTERED AGENT AND OFFICE

Having been named to accept service of process for BAREFOOT BAR & GRILL, INC., I hereby declare my acceptance of the appointment as registered agent and registered office of this corporation. I agree to so serve and to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: July ____, 1997

Jacqueline Castoro
JACQUELINE CASTORO

Linda De MEO
Linda De MEO
7/7/97

FLORIDA
JUL 21 2:30 PM '97

