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Law Offices
John S. Norton, Jr., P.A.
Attorney and Counselor of Law
431 North Grandview Avenue
Daytona Beach, Florida 32118

Telephone 904-239-0770
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July 16, 1997

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines St.
Tallahassee, FL 32301

900002244739--6
-07/23/97--01020--004
***122.50 ***122.50

Re: FLIP FLOP'S SPORTS PUB, INC.

Dear Sir or Madam:

Enclosed is the original and one copy of the proposed Articles of Incorporation for the above entity, the original having been executed by the registered agent named in the Articles. Kindly file the original Articles in your office and provide us with a certified copy.

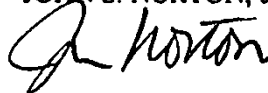
This firm's check in the amount of \$122.50 is enclosed to cover the following costs:

1. Filing fee for Articles
2. Certified copy of Articles
3. Filing fee for designation of registered agent

Thank you for your prompt attention.

Sincerely,

JOHN S. NORTON, JR., P.A.



John S. Norton, Jr.

JSN/ss
Enclosures
cc: client

FILED
97 JUL 23 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FLIP FLOP'S SPORTS PUB, INC.

A Florida Corporation

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation is Flip Flop's Sports Pub, Inc.

ARTICLE II
DURATION

The duration of the corporation is perpetual. The date and time of commencement of the corporate existence shall be the date and time of the filing of these Articles of Incorporation by the Department of State of the state of Florida.

ARTICLE III
GENERAL PURPOSES

The purpose for which this corporation is initially organized is to engage in any or all lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV
SHARES

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares of common voting stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V
PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 1930 S. Atlantic Avenue, Daytona Beach Shores, Florida 32118.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 431 North Grandview Avenue, Daytona Beach, Florida 32118. The name of the initial registered agent of the corporation at such address is John S. Norton, Jr., P.A.

ARTICLE VII
DIRECTORS

The number of directors constituting the initial Board of Directors is three and the names and addresses of the persons who are to serve as the members thereof are as follows:

Nicolas Francica
2544 Coral Way East
Daytona Beach, Florida 32118

Rosalie Francica
2544 Coral Way East
Daytona Beach, Florida 32118

Joseph Colella
121 Glenmyra Avenue
Daytona Beach, Florida 32118


The number of directors may be changed from time to time by the Bylaws.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator of the corporation is as follows:

John S. Norton, Jr.
431 North Grandview Avenue
Daytona Beach, Florida 32118

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and acknowledge these Articles this 17 day of July, 1997.



John S. Norton, Jr., Esquire, Incorporator

STATE OF FLORIDA)
)
COUNTY OF VOLUSIA)

The foregoing instrument was acknowledged before me this 17 day of July, 1997, by John S. Norton, Jr.

(OFFICIAL SEAL)

Sharon Smith

Notary Public, State of Florida

Commission No.:

My Commission Expires:



Sharon Smith
MY COMMISSION # CC848009 EXPIRES
May 18, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts designation as registered agent of FLIP FLOP'S SPORTS PUB, INC. for service of process within the state of Florida.

JOHN S. NORTON, JR., P.A.

By: John S. Norton, Jr.
John S. Norton, Jr., President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA