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August 21, 1997

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32399

600002276506--3:  
-08/25/97--01139--020  
\*\*\*122.50 \*\*\*122.50

Re: Incorporation of 5:30 Ocean Drive Cafe, Inc.

Gentlemen:

On behalf of the incorporators of the above named corporation,  
I am enclosing the following items:


1. Articles of Incorporation
2. My check in the amount of \$122.50 payable to the Florida Department of State representing the filing fee of \$70.00 and the fee for a certified copy of the enclosed Articles of Incorporation after filing.

Please return the letter acknowledging incorporation and the certified copy of the articles to this office.

If there are any questions or problems with this filing, please call the undersigned collect in an effort to resolve the matter.

Thank you for your cooperation.

Very truly yours,

  
Wm. Robert Dickey

WRD/dh  
nn

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 AUG 25 PM 2:16

8-26-97  
WS

ARTICLES OF INCORPORATION  
OF  
5:30 OCEAN DRIVE CAFE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLE I. NAME

The name of this corporation is 5:30 OCEAN DRIVE CAFE, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes: To operate a restaurant and bar; to sell food and beverages, including alcoholic beverages; to employ persons to conduct such activities; to buy, lease and otherwise acquire and maintain assets and services needed for or helpful to the conduct of such activities; and to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 50,000 shares of common stock with a par value of \$1.00 per share, all of said stock to be of a single class.

ARTICLE V. PREEMPTIVE RIGHTS

The holders of common stock shall have preemptive rights to purchase proportionately any shares of this corporation hereafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 530 Ocean Drive, No. 101, Miami Beach, FL 33139, and the name of the initial registered agent of this corporation at that address is DRAGOSLAV DJURICKOVIC.

ARTICLE VII. CORPORATE PRINCIPAL OFFICE AND ADDRESS

The initial principal office of this corporation and its mailing address is:

530 Ocean Drive, No. 101  
Miami Beach, FL 33139

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time as provided for in the bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
DRAGOSLAV DJURICKOVIC	530 Ocean Drive, No. 101 Miami Beach, FL 33139
RAYMOND L. McCORKEL	8844 Pinehurst Dr. Largo, FL 33777

ARTICLE IX. INCORPORATORS


The names and addresses of the incorporators signing these articles are:


<u>Name</u>	<u>Address</u>
DRAGOSLAV DJURICKOVIC	530 Ocean Drive, No. 101 Miami Beach, FL 33139
RAYMOND L. McCORKEL	8844 Pinehurst Dr. Largo, FL 33777

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them. Any right conferred upon the shareholders is subject to this reservation. Any such amendment or repeal shall be done in the manner provided by law.

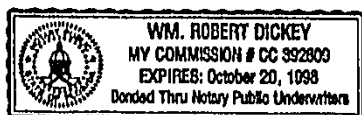
IN WITNESS WHEREOF the undersigned subscribers have executed these articles of incorporation on August 21, 1997.

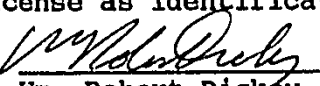
  
DRAGOSLAV DJURICKOVIC  
Incorporator

  
RAYMOND L. McCORKEL  
Incorporator

STATE OF FLORIDA )  
COUNTY OF PINELLAS) SS

The foregoing Articles of Incorporation of 5:30 OCEAN DRIVE CAFE, INC. were acknowledged before me this 21st day of August, 1997, by Dragoslav Djurickovic and Raymond L. McCorkel, the incorporators, each of whom        is personally known to me or, X produced a Florida drivers license as identification.



 (Affix Seal)  
Wm. Robert Dickey  
Notary Public, State of Florida  
My commission expires: 10-20-98

ACCEPTANCE BY REGISTERED AGENT

The undersigned, named above as the initial registered agent of this corporation, is familiar with and does accept the obligations of the position of registered agent of this corporation.

Dated: August 21, 1997

  
DRAGOSLAV DJURIZKOVIC

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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These Articles Drafted By:  
Wm. Robert Dickey, Attorney  
Seminole Office Center, Suite 228  
8050 Seminole Mall  
P. O. Box 3928  
Seminole, FL 33775-3928