

P97000083374

CLEM, POLACKWICH, VOCELLE & TAYLOR
ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING
PROFESSIONAL ASSOCIATIONS:

CHESTER CLEM, P.A.
ALAN S. POLACKWICH, SR., P.A.
LOUIS B. VOCELLE, JR., P.A.
JAMES A. TAYLOR, III

PAUL R. BERG

ROBERT GOLDEN
OF COUNSEL

* BOARD CERTIFIED CIVIL TRIAL LAWYER

* BOARD CERTIFIED BUSINESS LITIGATION LAWYER

* CERTIFIED CIVIL MEDIATOR

SUITE 501

UNIVEST BUILDING

2770 INDIAN RIVER BOULEVARD

VERO BEACH, FLORIDA 32960-4278

TELEPHONE (561) 562-8111

FAX (561) 562-2870

<http://www.sunet.net/flalaw>

E-MAIL cpvt@sunet.net

BREVARD COUNTY OFFICE
304 EAST STRAWBRIDGE AVENUE
MELBOURNE, FLORIDA 32901
TELEPHONE (407) 725-3303

PLEASE REPLY TO
VERO BEACH

September 23, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

500002303015--3
-09/25/97--01038--003
*****75.00 *****75.00

RE: Atlantic Grille, Inc.

Dear Sirs/Ladies:

In regard to the above, please find enclosed an original set of Articles of Incorporation. Please file this document as promptly as possible. This firm's check in the amount of \$75.00 is enclosed representing payment of the fee for this service.

Thank you for your attention to this matter.

Sincerely,

James A. Taylor, III

JAT:PAH
Encs. - check
26102

FILED
97 SEP 25 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

? Patty _____ GAVE
AUTHORIZATION BY PHONE TO
CORRECT act IX.
DATE 9/26/97
DOC. EXAM TM.

TM-9/26/97

**ARTICLES OF INCORPORATION
OF
ATLANTIC GRILL, INC.**

FILED
97 SEP 25 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be as follows:

ATLANTIC GRILL, INC.

The principal place of business of this corporation shall be 1162 South U.S. Highway 1, Vero Beach, Florida 32962, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation shall engage or transact in any and all lawful activities or business permitted under the laws of the United States; of the State of Florida; or of any other state, country, territory, or principality.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having One and No/100 (\$1.00) Dollar par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1162 South U.S. Highway 1, Vero Beach, Florida

32962, and the name of the initial registered agent of the corporation at that address is JOHN H. LUIGARD.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized, if the shareholder(s) so elect, to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. §1361 et seq., and shall take any and all actions necessary to obtain and maintain its status as an S corporation, as defined and as set forth herein.

ARTICLE VIII. OFFICERS AND DIRECTORS

This corporation shall have two (2) officers and two (2) directors, initially. The names and street addresses of the initial officers and directors who shall hold office for the first two (2) years of the corporation, or until successors are elected or appointed, are as follows:

John H. Luigard - President, Director
1162 South U.S. Highway 1
Vero Beach, FL 32962

Thomas W. Hope - Secretary/Treasurer/Director
1162 South U.S. Highway 1
Vero Beach, FL 32962

No amendment to these articles shall be required in the event the shareholders wish to increase or decrease the number of directors.

Written action executed by all of the shareholders shall be sufficient.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are as follows:

CLEM, POLACKWICH, VOCELLE & TAYLOR
c/o James A. Taylor, III
Suite 501, 2770 Indian River Boulevard
Vero Beach, Florida 32960.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 23rd day of September, 1997.

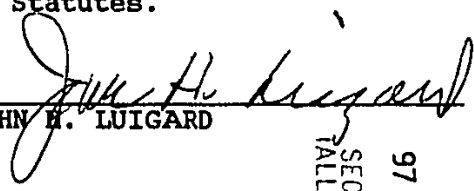
CLEM, POLACKWICH, VOCELLE & TAYLOR

By: 
JAMES A. TAYLOR, III

ATTORNEY

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

JOHN H. LUIGARD, whose address is as follows: 1162 South U.S. Highway 1, Vero Beach, Florida 32962, which is the same address as set forth in Article IV hereof, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


JOHN H. LUIGARD

26069

FILED
97 SEP 25 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA