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97 OCT -3 PM 1:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

October 2, 1997

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

RE: Articles of Incorporation for Sunshine Bar & Grill, Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation, including Certificate of Designation of Registered Agent/Registered Office for the above-referenced corporation. Also enclosed is a check in the amount of \$70.00 to cover the filing fee.

Thank you for your assistance in this matter. If you have any questions or need additional information, please give me a call.

Sincerely,

Tiffany Donaldson

Tiffany Donaldson
Legal Assistant for
Joseph M. Scheyd, Jr.

/tjd

Enclosures

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**ARTICLES OF INCORPORATION
OF
SUNSHINE BAR & GRILL, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is SUNSHINE BAR & GRILL, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of filing.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

10221 Highway 98 West
Destin, Florida 32541

The mailing address of this corporation shall be:

10221 Highway 98 West
Destin, Florida 32541

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is Ed Mattson, 10221 Highway 98 West, Destin, Florida 32541.

ARTICLE VI - INCORPORATORS

The name and address of the person signing these articles is:

Ed Mattson
10221 Highway 98 West
Destin, Florida 32541

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of one (1) director. The name and address is as follows:

Director

Ed Mattson
10221 Highway 98 West
Destin, Florida 32541

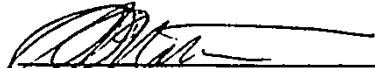
ARTICLE VIII - BY-LAWS

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

ARTICLE IX - ACTION WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles Of Incorporation this 30 day of September, 1997.


ED MATTSON

STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 30 day of September, 1997, by ED MATTSON, who is personally known to me or who has produced Drivers License as identification and who did take an oath and acknowledged and declared that he executed the same for the uses and purposes therein set forth.


NOTARY PUBLIC
My Commission Expires: _____



Joseph M. Scheyd, Jr.
MY COMMISSION # CC657563 EXPIRES
June 22, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is: Sunshine Bar & Grill, Inc.

2. The name of the registered agent is Ed Mattson. The address of the registered office is 10221 Highway 98 West, Destin, Florida 32541.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position.

DATED this 30 day of September, 1997.


ED MATTSON
Registered Agent