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The Law Office of
Jay C. Preefer
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(381) 639-7706

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-10/20/97-01104-012
***612.50...122.50

October 16, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Re: Tallahassee Ale House and Raw Bar, Inc.
~~Vero Beach Ale House and Raw Bar, Inc.~~
Panama City Ale house and Raw Bar, Inc.
Pensacola Ale House and Raw Bar, Inc.
Melbourne Ale House and Raw Bar, Inc.

FILED
97 OCT 20 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Enclosed herewith please find the original and one copy of Articles of Incorporation with regard to the above referenced corporation, together with the check in the amount of \$612.50, which covers the filing fee for same.

Kindly process the Articles of Incorporation and return one certified copy in the envelope provided herein. Thank you for your courtesy and cooperation in this regard.

Very truly yours,

Lori L. Jankowski

Lori L. Jankowski
Legal Assistant to
Jay C. Preefer

/llj
Enclosures

10/21/97 TCM

ARTICLES OF INCORPORATION
OF
MELBOURNE ALE HOUSE AND RAW BAR, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation is MELBOURNE ALE HOUSE AND RAW BAR, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence unless dissolved pursuant to law and shall commence business as of the date of filing of these Articles of Incorporation.

ARTICLE III

PURPOSE

This corporation may engage in any activity of business permitted under the laws of the State of Florida, said corporation's primary purpose to be a Restaurant and Lounge.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$100.00 par value common stock, as follows:

RICHARD PREEFER - 100 SHARES

ARTICLE V

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 his 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 VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation is : 2161 PALM BEACH LAKES BLVD, SUITE 403, WEST PALM BEACH, Florida, and the name of the initial registered agent of this corporation at that address is RICHARD PREEFER.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2161 PALM BEACH LAKES BLVD., SUITE 403, WEST PALM BEACH, Florida, and the name of the initial registered agent of this corporation at that address is RICHARD PREEFER.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This corporation shall have (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one. The name and address of the initial director is: RICHARD PREEFER, 2161 PALM BEACH LAKES BLVD., SUITE 403, WEST PALM BEACH, FLORIDA, 33409.

ARTICLE IX

OFFICERS

The name of the Initial officers of the corporation is:

RICHARD PREEFER

ARTICLE X

INCORPORATOR

The names of the persons signing these Articles

RICHARD PREEFER

2161 PALM BEACH LAKES BLVD. SUITE 403

WEST PALM BEACH, FLORIDA, 33409

ARTICLE XI

BY-LAWS

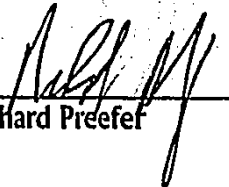
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IV

AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Stockholders is subject to this reservation.

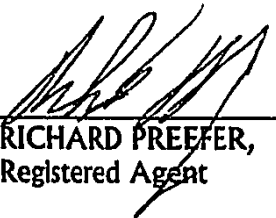
IN WITNESS WHEREOF, the undersigned subscribers hereunto executed these
Articles of Incorporation, this 15th day of October, 1997.


Richard Preefer

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent of the above named corporation, the undersigned does hereby accept such appointment and does hereby agree to do all things necessary in order to carry out any and all duties required of such position.

DATED this 15th day of October, 1997.


RICHARD PREEFER,
Registered Agent

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared RICHARD PREEFER, who, after being first duly sworn, deposes and states that he signed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at the State and County aforesaid, this 15th
day of October, 1997


NOTARY PUBLIC, State of Fla.
My commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA