



THE UNITED STATES
CORPORATION
COMPANY

P 970000 92774

ACCOUNT NO. : 072100000032

REFERENCE : 578339 81444A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 27, 1997

ORDER TIME : 9:28 AM

ORDER NO. : 578339-005

CUSTOMER NO: 81444A

CUSTOMER: Ms. Judy Cook
PATTERSON BOND & LATSHAW, P.A.

Suite A
3010 S. Third Street
Jacksonville, FL 32250

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-10/27/97--01028--021
****122.50 ****122.50

DOMESTIC FILING

NAME: *of Amelia Island*
MARBIL, INC.

FILED
97 OCT 27 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE:

RECEIVED
XX
97 OCT 27 AM 10:39
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS: _____

SN OCT 29 1997

w97-24351

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 27, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: MARBIL, INC.
Ref. Number: W97000024351

RESUBMIT

Please give original
submission date as file date.

We have received your document for MARBIL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 497A00052088

97 OCT 23 PM 2:57
DIVISION OF CORPORATIONS

EFFECTIVE DATE
10/24/97

ARTICLES OF INCORPORATION
OF
MARBIL OF AMELIA ISLAND, INC.

FILED
97 OCT 27 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I: Corporate Name. The name of the corporation is Marbil of Amelia Island, Inc.

ARTICLE II: Corporate Existence. The corporation shall exist for perpetuity commencing as of the execution of these Articles.

ARTICLE III: Corporate Purpose. The corporation is organized for the purpose of operating a market, restaurant and catering business, and for any and all lawful business allowed under the State of Florida or the United States of America.

ARTICLE IV: Authorized Stock. The corporation is authorized to issue 10,000 shares of common stock, par value \$1.00 each.

ARTICLE V: Initial Registered Office and Agent. The street address of the initial registered officer of the corporation is 3010 South Third Street, Jacksonville Beach, Florida 32250, with a mailing address of the same, and the name of the initial registered agent at that address of this corporation is John H. Latshaw, Jr., Esquire.

ARTICLE VI: Principal Place of Business. The principal place of business of this corporation shall be: 4924 First Coast Highway, Amelia Island, Florida 32034.

ARTICLE VII: Initial Board of Directors. This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

William Nordmann
4924 First Coast Highway
Amelia Island, FL 32034

Mary Nordmann
4924 First Coast Highway
Amelia Island, FL 32034

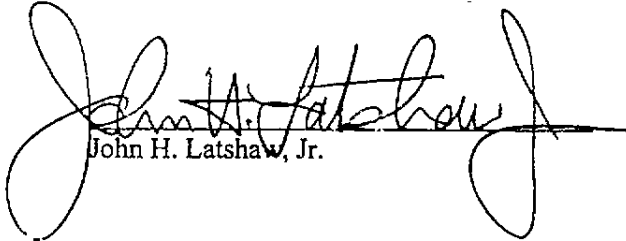
ARTICLE VIII: Incorporator. The name and address of the person signing these Articles is John H. Latshaw, Jr., 3010 South Third Street, Jacksonville Beach, Florida 32250.

ARTICLE IX: Power to Amend. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X: Corporate Reservations. The 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 shareholders is subject to this reservation.

ARTICLE XI: Preemptive rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the price, terms and conditions of the issue of the shares inviting it to exercise its preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

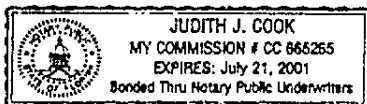
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of October, 1997.


John H. Latshaw, Jr.

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared John H. Latshaw, Jr., to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to me that he executed said Articles freely and voluntarily and for the purposes expressed therein.

WITNESS my hand and seal this 24th day of October, 1997.

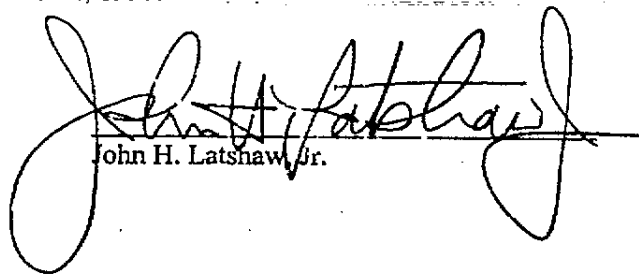



Notary Public, State of Florida

My Commission Expires:

HAVING BEEN NAMED to accept service of process for Marbil of Amelia Island, Inc., a the place designated in the Articles of Incorporation, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relating to the property in complete performance of my duties.

DATED this 24th day of October, 1997.


John H. Latshaw, Jr.

wpdocs\corplmarbil\art.inc

FILED
97 OCT 27 AM 9:39
CLERK OF STATE
TALLAHASSEE, FLORIDA