

P97000098924

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

Sage Grill Company

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DIVISION OF CORPORATION

Signature _____

Requested by: *Cher* *11.20* *1026*
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☒ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Name Reservation _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
☒ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
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____ UCC 1 or 3 File _____
____ UCC 11 Search _____
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SAGE GRILL COMPANY

KNOW ALL MEN BY THESE PRESENTS that the undersigned hereby organizes and incorporates for the purpose of forming a body corporate under and by virtue of the laws of the State of Florida, and especially under and by virtue of "CHAPTER 607, CORPORATION LAW, FLORIDA STATUTES," for the transaction of business with and under the following charter:

ARTICLE I - NAME

The name of the corporation is: SAGE GRILL COMPANY

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The Principal Place of Business is: 350 N. Orlando Avenue, Cocoa Beach, Florida 32931.

ARTICLE III - COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on the date of filing of the Articles of Incorporation with the Secretary of the State of Florida and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of transacting any and all activity or business permitted under the laws of the United States for which a corporation may be organized under "CHAPTER 607, CORPORATION LAW, FLORIDA STATUTES," as may from time to time be amended.

ARTICLE V - STATED CAPITAL

The amount of the total authorized capital stock of the corporation shall be on hundred (100) shares of common stock having a nominal par value of one dollar (\$1.00) per share.

The shares of stock may be issued for such consideration, having a value of not less than the par value of the shares issued therefore, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. Thereafter, such shall be deemed to be fully paid and non-assessable.

ARTICLE VI- BOARD DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

This corporation shall have one (1) directors initially. The number of directors of this corporation shall be increased or decreased from time to time by the By-Laws of the corporation, but shall never be less than one (1).

The name and post office address of the first Board of Directors, subject to the provisions of the Certificate of Incorporation, the By-Laws of this corporation, and "CHAPTER 607, CORPORATION LAW, FLORIDA STATUTES," who shall hold office until the first meeting of shareholders of said corporation or until the successors are elected and qualify shall be:

DIRECTORS

SABRINA MAXWELL

POST OFFICE ADDRESS

350 N. Orlando Avenue
Cocoa Beach, Florida 32931

ARTICLE VII - INCORPORATOR

The name and address of the Incorporators of these Articles of Incorporation is:

SABRINA MAXWELL.

350 N. Orlando Avenue
Cocoa Beach, Florida 32931

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is:
350 N. Orlando Avenue, Cocoa Beach, Florida 32931, and the name of the initial
registered agent of the corporation at that address is: SABRINA MAXWELL.

IN WITNESS WHEREOF the undersigned as Incorporator hereby executes
these Articles of Incorporation this 19 day of November, 1997.

Sabrina Maxwell
SABRINA MAXWELL, Incorporator

**STATE OF FLORIDA
COUNTY OF BREVARD**

Before me, the undersigned authority, an officer duly authorized to administer
oaths and take acknowledgments, personally appeared SABRINA MAXWELL, known to
me and known by me to be the person who executed the foregoing articles of
Incorporation, and he acknowledged before me that he executed the same freely and
voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 19th day of November, 1997 at
Cape Canaveral, Florida 32920.



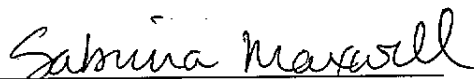
Diana E. Hendren
Notary Public

My commission expires: 6/17/01

Sabrina Maxwell is personally
known

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


SABRINA MAXWELL
Registered Agent

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