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WILKINS, FROHLICH, JONES, HEVIA, RUSSELL & SUTTER, P. A.
ATTORNEYS AT LAW

W. CORT FROHLICH*
LOUISE HANAOKA
JESUS M. HEVIA****
MELISSA JONES**
PHILLIP J. JONES*
W. KEVIN RUSSELL
VICTOR G. SANTIAGO
BRIAN O. SUTTER***
GARY L. WILKINS

18501 MURDOCK CIRCLE, SIXTH FLOOR
PORT CHARLOTTE, FLORIDA 33948
TELEPHONE (941) 625-0700
TELECOPIER (941) 625-9540

*FL BAR BOARD CERTIFIED
CIVIL TRIAL LAWYER
**FL BAR BOARD CERTIFIED
WILLS, TRUSTS & ESTATES
***FL BAR BOARD CERTIFIED
WORKERS COMPENSATION LAWYER
****CERTIFIED FAMILY MEDIATOR
*ALSO ADMITTED IN COLORADO

FILED
DEC - 1 PM 1:55
TALLAHASSEE, FLORIDA

November 24, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

800002359128--4
-12/01/97--01108--009
****122.50 ****122.50

Re: Incorporation of Bourbon St. Cafe of
Charlotte County, Inc.

Dear Sir/Madam:

Enclosed please find the original and executed copy of the Articles of Incorporation of the above-referenced corporation, Designation of Registered Agent and Registered Office, and our firm's check in the sum of \$122.50 for filing fee and certified copy fee.

I would appreciate your returning to this office the Certificate of Incorporation, certified copy of Articles, and receipt as soon as possible.

If you have any questions, please feel free to call me.

Very truly yours,

WILKINS, FROHLICH, JONES,
HEVIA, RUSSELL & SUTTER, P.A.

W. Kevin Russell
W. Kevin Russell

WKR/nle
Enclosures

CB
12-3-97

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

BOURBON ST. CAFE OF CHARLOTTE COUNTY, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby sign and direct these articles to be delivered to the Department of State, State of Florida for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE 1. - NAME

The name of this corporation is BOURBON ST. CAFE OF CHARLOTTE COUNTY, INC.

ARTICLE 2. - DURATION OF CORPORATE EXISTENCE

This corporation shall exist perpetually.

ARTICLE 3. - PURPOSES

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

ARTICLE 4. - CAPITAL STOCK

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share. There shall be no other type or class of stock.

ARTICLE 5. - ADDRESS AND REGISTERED AGENT

The street address of the initial registered office of this corporation shall be 1441 Tamiami Trail #615, Port Charlotte, FL 33948. The name of the initial registered agent at such address is STEVE LEUNG.

ARTICLE 6. - DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders, but shall never be less than one nor more than three.

ARTICLE 7. - INITIAL DIRECTOR

The name and post office address of the initial director is:

NAME

ADDRESS

STEVE LEUNG

1441 Tamiami Trail,
#615
Port Charlotte, FL 33948

ARTICLE 8. - INCORPORATOR

The name and post office address of the incorporator of this corporation is:

NAME

ADDRESS

W. KEVIN RUSSELL

18501 Murdock Circle
Sixth Floor
Port Charlotte, FL 33948

ARTICLE 9. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed his name and affixed his seal this 24th day of November, 1997.

Witnesses:

Nancy G. Elliott

W. Kevin Russell

Dana L. Russano

FILED
DEC - 1 PM 1:57
HASSLE, FLORIDA

STATE OF FLORIDA:
COUNTY OF CHARLOTTE:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared W. KEVIN RUSSELL to me known to be the person described as incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged that he executed the same for the purposes therein stated and did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 24th day of November, 1997.

NOTARY PUBLIC:

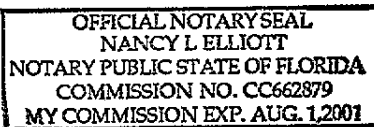
Nancy L. Elliott
Signature

Nancy L. Elliott
Print Name

CC662879
Commission No.

My commission expires:

(Seal)



**CERTIFICATE DESIGNATING A REGISTERED AGENT AND REGISTERED OFFICE
FOR THE SERVICE OF PROCESS.**

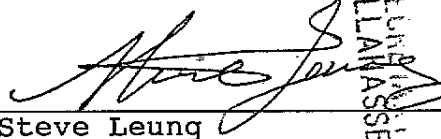
In compliance with Section 48.091, Florida Statutes, the following is submitted:

BOURBON ST. CAFE OF CHARLOTTE COUNTY, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at 1441 Tamiami Trail, #615, Port Charlotte, County of Charlotte, State of Florida, has designated STEVE LEUNG, whose street address is 1441 Tamiami Trail, #615, Port Charlotte, County of Charlotte, State of Florida, as its agent to accept service of process within this state.

BOURBON ST. CAFE OF CHARLOTTE COUNTY, INC.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.


Steve Leung

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

97 DEC - PM 1:55

FILED