



THE UNITED STATES
CORPORATION
COMPANY

P97000105029

ACCOUNT NO. : 072100000032

REFERENCE : 633787 9861A

AUTHORIZATION :

COST LIMIT *Patricia Pigot* \$ 70000

ORDER DATE : December 12, 1997

ORDER TIME : 2:40 PM

ORDER NO. : 633787-005

CUSTOMER NO: 9861A

700002371427--5

CUSTOMER: Jeffrey Tomassetti, Esq
A. JEFFREY TOMASSETTI, ESQ

P. O. Box 1443

Fernandina Beac, FL 32035-1443

DOMESTIC FILING

NAME: CAFE ATLANTIS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 12 AM 9:15

RECEIVED
97 DEC 12 PM 4:12
DIVISION OF CORPORATIONS
12/15/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 12 AM 9:15

ARTICLES OF INCORPORATION
OF
CAFE ATLANTIS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CAFE ATLANTIS, INC.

The address of the principal office of this corporation shall be 22 South 4th Street, Fernandina Beach, Florida 32034, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 406 Ash Street, Fernandina Beach, Florida 32034, and the name of the initial registered agent of the corporation at that address is A. Jeffrey Tomassetti.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually. This corporation shall be effective January 1, 1998.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Brian D. Batsel Dir.	22 South 4th Street Fernandina Beach, Florida 32034
Tanis M. Batsel Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Brian D. Batsel Pres./Sec.	22 South 4th Street Fernandina Beach, Florida 32034
Tanis M. Batsel V.Pres./Treas.	Same

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on December 12, 1997.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

ACG/dwl

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: CAFE ATLANTIS, INC.

2. The name and address of the registered agent and office is:

A. Jeffrey Tomassetti

(Name)

406 Ash Street

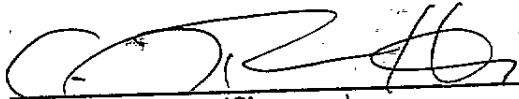
(P.O. Box not acceptable)

Fernandina Beach, FL 32034

(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 12 AM 9:16

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.


(Signature)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL