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OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

700002414417--5
-01/28/98--01050--004
*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. RINGERS SPORTS BAR & GRILL, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 2:00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

FILED
98 JAN 29 AM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 JAN 28 AM 11
DIVISION OF CORPORATIONS

K. Rolfe JAN 28 1998

Examiner's Initials

ARTICLES OF INCORPORATION
OF
RINGERS SPORTS BAR & GRILL, INC.

The undersigned incorporators desire to form a corporation pursuant to Chapter 607, Florida Statutes and hereby adopt the following articles of incorporation for such corporation.

ARTICLE I

NAME: *The name of the corporation shall be:*

RINGERS SPORTS BAR & GRILL, INC.

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TALLAHASSEE, FLORIDA

ARTICLE II

PURPOSE AND POWER: *The purpose for which the corporation is formed is to engage in any activity and business permitted under the laws of the State of Florida.*

ARTICLE III

PRINCIPAL OFFICE: *The address of the corporation's principal office shall be:*

**600 PAYNE DRIVE
MIAMI SPRINGS, FL. 33166**

ARTICLE IV

INCORPORATOR(S): *The name and address of the incorporator(s) is*

(are):

**MICHAEL T. BROOKS
600 PAYNE DRIVE
MIAMI SPRINGS, FL. 33166**

ARTICLE V

DIRECTORS: *The number of directors constituting the corporation's initial Board of Directors is (are) one whose name and addresses is (are):*

MICHAEL T. BROOKS
600 PAYNE DRIVE
MIAMI SPRINGS, FL. 33166

ARTICLE VI

SHARES OF STOCKS: *The aggregate number of shares of stock the corporation is authorized to issue is ****100**** shares which shares shall be common stock having ****\$1.00**** par value.*

ARTICLE VII

DURATION: *The duration of the corporation shall be perpetual.*

ARTICLE VIII

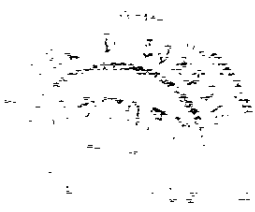
REGISTER AGENT: *The name and address of the permanent registered agent is:*

MICHAEL T. BROOKS
600 PAYNE DRIVE
MIAMI SPRINGS, FL. 33166

IN WITNESS THEREOF, We have executed these articles of Incorporation in Miami, Dade County, Florida on this 27th day of January, 1998.

+ M.T. Brooks 27 JAN 98 _____

SWORN AND SUBSCRIBED before me on this 27th day of January, 1998.



[Handwritten Signature]

ANGEL D. CORDOVA
NOTARY PUBLIC, State of Florida
ANGEL D CORDOVA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC479756
MY COMMISSION EXP. AUG. 3, 1999

*In compliance with section 607.034 of the Florida Statutes, the following is submitted:
desiring to organize or qualify under the laws of the State of Florida, with its principal
place of business in the City of MIAMI SPRINGS County of DADE State of Florida has
name MICHAEL T. BROOKS located at 600 PAYNE DRIVE. as its agent to accept
service of process within the State of Florida.*

**Mailing address is: 600 PAYNE DRIVE
MIAMI SPRINGS, FL. 33166**

ACKNOWLEDGMENT

*Having been named to accept service of process for the above mentioned corporation,
at the place designated in this Certificate, I hereby am familiar with and accept the duties
and responsibilities as register agent for said corporation and agree to act in this capacity,
and further agree to comply with the provisions of all Statutes relative to the proper and
complete performance of my duties.*

Dated this 27th day of January, 1998

M.T. Brooks 27 JAN 98

**MICHAEL T. BROOKS
REGISTER AGENT**

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