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MEMBER - AMERICAN INSTITUTE
CERTIFIED PUBLIC ACCOUNTANTS

MEMBER - ALABAMA SOCIETY
CERTIFIED PUBLIC ACCOUNTANT

GREGORY S. OSWALT
CERTIFIED PUBLIC ACCOUNTANT

737 HIGHWAY 98 EAST; #4
DESTIN, FL 32541

TELEPHONE 850-837-2640
FACSIMILIE 850-837-8300

CORPORATION DIVISION
SECRETARY OF STATE
P O BOX 6327
TALLAHASSEE, FL. 32314

Enclosed please find two original article of incorporation for Mr. J's Pub, ^{INC} along with a check for the filing fee of \$122.50. Please send back one certified copy to the address below:

Gregory S. Oswalt
1234 Gulf Place
Unit # 204
Destin, Florida 32541

Thank you in advance for any assistance in this matter. If you have any question please call 850-837-2640.

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-01/30/98-01061-012
****122.50 ****122.50

SINCERELY YOURS,



GREGORY S. OSWALT CPA

FILED
98 JAN 30 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GREG O. GAVE
AUTHORIZATION BY PHONE TO
CORRECT CORP. SUFFIX
DATE 2-4-98
DOC. EXAM JAL

98 2-4-98

FILED
98 JAN 30 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
MR. J'S PUB, INC.

ARTICLE I.
CORPORATE NAME

THE NAME OF THIS CORPORATION IS MR. J'S PUB, INC.

ARTICLE II.
NATURE OF BUSINESS AND POWERS

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS TO ENGAGE IN ANY AND ALL BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE III.
CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE AND HAVE OUTSTANDING AT ANY TIME IS 1000 SHARES OF COMMON STOCK HAVING A PAR VALUE OF ONE DOLLAR (\$1.00) PER SHARE. ALL STOCK TO BE ISSUED BY THIS CORPORATION SHALL BE ISSUED FOR MONEY OR OTHER PROPERTY (OTHER THAN STOCK AND SECURITIES) OR OTHERWISE AS ALLOWED FROM TIME TO TIME BY SECTION 1244 OF THE INTERNAL REVENUE CODE, AS AMENDED. THIS CORPORATION SHALL BE CONSIDERED A "SMALL BUSINESS CORPORATION" WITHIN SECTION 1244 AND ALL STOCK ISSUED SHALL BE CONSIDERED "SECTION 1244 STOCK".

ARTICLE IV.
TERM OF EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE COMMENCING UPON FILING OF THESE ARTICLES OF INCORPORATION.

ARTICLE V.
PRE-EMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRORATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VI.
REGISTERED AGENT AND INITIAL REGISTERED AND PRINCIPAL OFFICE
THE REGISTERED AGENT AND THE STREET ADDRESS OF THE INITIAL REGISTERED AND PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA SHALL BE:

STEPHEN D. DAY
1234 AIRPORT ROAD
UNIT 204
DESTIN, FLORIDA 32541

THE BOARD OF DIRECTORS FROM TIME TO TIME MAY MOVE THE REGISTERED OFFICE TO ANY OTHER ADDRESS IN THE STATE OF FLORIDA.

ARTICLE VII.
INCORPORATOR

THE NAME AND STREET ADDRESS OF THE PERSON SIGNING THESE ARTICLES
OF INCORPORATOR IS:

STEPHEN D. DAY
1234 AIRPORT ROAD
UNIT 204
DESTIN, FLORIDA 32541

ARTICLE VIII.
AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE FOLLOWING
MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE
BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AND
APPROVED AT A STOCKHOLDER'S MEETING BY AT LEAST A MAJORITY OF THE
STOCK ENTITLED TO VOTE, UNLESS ALL OF THE DIRECTORS AND ALL OF
THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR
INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF
INCORPORATION BE MADE.

ARTICLE IX.
BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY. THE
NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO
TIME BY LAWS ADOPTED BY THE STOCKHOLDERS, BUT SHALL NEVER BE LESS
THAN ONE.

ARTICLE X.
INITIAL DIRECTORS

THE NAME OF THE INITIAL DIRECTORS OF THIS CORPORATION AND THEIR
STREET ADDRESS ARE:

STEPHEN D. DAY
1234 AIRPORT RD.
UNIT 204
DESTIN, FLORIDA 32541

THE PERSONS NAMED AS INITIAL DIRECTORS SHALL HOLD OFFICE FOR THE
FIRST YEAR OF EXISTENCE OF THIS CORPORATION OR UNTIL HIS
SUCCESSOR IS ELECTED OR APPOINTED AND HAS QUALIFIED, WHICHEVER
OCCURS FIRST.

IN WITNESS WHEREOF, THE UNDERSIGNED, AS INCORPORATOR AND
REGISTERED AGENT, HAS EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION ON THE 29 th DAY OF JANUARY, 1998.


STEPHEN D. DAY

STATE OF FLORIDA

COUNTY OF OKALOOSA

I HEREBY CERTIFY THAT ON THIS 29th DAY OF JANUARY, 1998, BEFORE ME, AN OFFICER DULY AUTHORIZED IN THE STATE AFORESAID AND IN THE COUNTY AFORESAID TO TAKE ACKNOWLEDGMENTS, PERSONAL APPEARED STEPHEN D. DAY, WHO IS PERSONALLY KNOWN TO ME OR WHO HAS PRODUCED THE IDENTIFICATION IDENTIFIED BELOW, WHO IS THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING INSTRUMENT, AND WHO AFTER BEING DULY SWORN SAYS THAT THE EXECUTION HEREOF IS HIS/HER FREE ACT AND DEED FOR THE USES AND PURPOSES HEREIN MENTIONED.

SWORN TO AND SUBSCRIBED BEFORE ME ON THE DAY AND YEAR LAST AFORESAID.

_____ TO ME PERSONALLY KNOWN

✓
_____ IDENTIFIED BY DRIVER'S LICENSE NUMBER
ISSUED BY THE STATE OF FLORIDA.

Fl. 0000-784-56-334-0

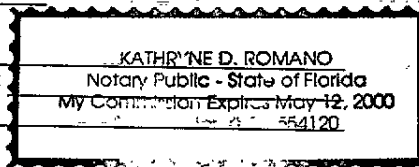
Kathryne D. Romano

NOTARY PUBLIC

PRINTED NAME:

MY COMMISSION EXPIRES:

COMMISSION NUMBER:



I, STEPHEN D. DAY, AM HEREBY FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR MR. J'S PUB, INC.

Stephen D. Day
STEPHEN D. DAY
REGISTERED AGENT

FILED
98 JAN 30 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA