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SPOTTSWOOD, SPOTTSWOOD AND SPOTTSWOOD
ATTORNEYS AND COUNSELORS AT LAW
500 FLEMING STREET
POST OFFICE BOX 1900
KEY WEST, FLORIDA 33041-1900

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 18 AM 9:55

JOHN M. SPOTTSWOOD, JR.
WILLIAM B. SPOTTSWOOD

February 17, 1998

OF COUNSEL:
JOHN M. SPOTTSWOOD (1920-1975)

TELEPHONE
305 - 294 - 9556
TELECOPIER
305 - 292 - 1982

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Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

RE: Key West Jungle Cafe, Inc.

Dear Sir:

Enclosed you will find the original and one copy of the Articles of Incorporation on the above referenced for filing with your office. I have also enclosed my check in the amount of \$122.50 as payment for the filing fee and a certified copy of the Articles. I have also enclosed a prepaid Federal Express for you to return the certified copy of the Articles. If I can be of any further assistance to you concerning this matter, please call me or my secretary, Robin Gedmin.

Thanking you for your assistance with this matter, I am,

Sincerely,

John M. Spottswood, Jr.
JOHN M. SPOTTSWOOD, JR.

JMSjr/rrg

Enclosures

Federal Express

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D. BROWN FEB 19 1998

**ARTICLES OF INCORPORATION
OF
KEY WEST JUNGLE CAFE, INC.**

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ARTICLE I: NAME

The name of the corporation is: Key West Jungle Cafe, Inc.

ARTICLE II: NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to do all things which natural persons might lawfully do in the premises as follows: restaurant including alcoholic beverages and related products and services, and investments of every kind, nature, and description.

ARTICLE III: CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is FIVE HUNDRED (500) shares of common stock with a par value of ONE DOLLAR (\$ 1.00) for each share.

ARTICLE IV: INITIAL CAPITAL

The amount of capital with which this corporation will begin doing business is FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V: TERM OF EXISTENCE

This corporation shall have perpetual existence unless dissolved by action of law.

ARTICLE VI: ADDRESS

The initial post office address of this corporation in the State of Florida is: c/o Ise Scream, Inc., 625 Duval Street, Key West, Florida 33040.

VII: DIRECTORS

This corporation shall not have less than one (1) Director initially. The number of Directors may be increased from time to time as the Stockholder(s) desire, in accordance with the by-laws hereof, but at no time shall there be a number less than one.

ARTICLE VIII: INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the first Board of Directors and Officers of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>	<u>OFFICE</u>
Charles Mendola	625 Duval Street Key West, Florida 33040	Director	President

ARTICLE IX: SUBSCRIBERS

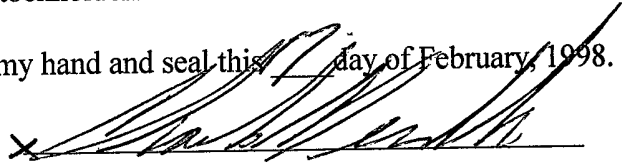
The names and post office addresses of each subscriber to these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration paid therefor are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>	<u>AMOUNT PAID</u>
Charles Mendola	625 Duval Street Key West, FL 33040	500	\$ 500.00

ARTICLE X: AMENDMENT

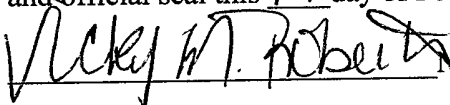
These Articles of Incorporation may be amended in the manner provided by law, every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by a majority of the Stockholders.

IN WITNESS WHEREOF I have hereunto set my hand and seal this 17 day of February, 1998.

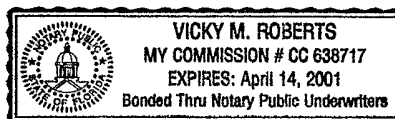


STATE OF FLORIDA; COUNTY OF MONROE:

I hereby certify that on this day, before me, Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **Charles Mendola** to me known to be the person described as Subscriber in and who executed the forgoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation. Witness my hand and official seal this 17 day of February, 1998.

 Notary Public

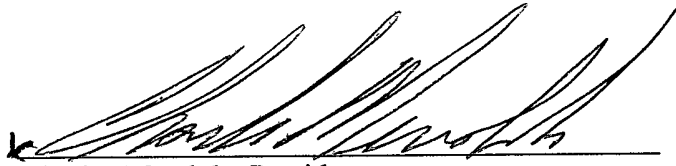
My Commission expires: _____



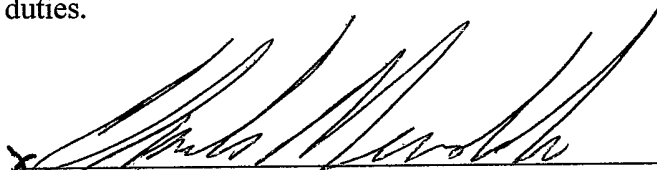
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED:**

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

FIRST - that Key West Jungle Cafe, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the city of Key West, State Florida has named Charles Mendola, located at 625 Duval Street, Key West, Florida 33040, as its agent to accept service of process within Florida.


Charles Mendola, President
February 11, 1998

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.


Charles Mendola, Registered Agent
February 11, 1998

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