

J. KEVIN DRAKE, P.A.
ATTORNEYS AT LAW

J. KEVIN DRAKE
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P98000026144

March 18, 1998

Via Overnight UPS

Secretary of State
State of Florida
Corporation Department
409 E. Gaines Street
Tallahassee, Florida 32399

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-03/19/98--01094--001
****122.50 ****122.50

Re: Kelly's Saloon, Inc.

Dear Sir or Madam:

Enclosed you will find the Articles of Incorporation for the above-referenced corporation, fully executed, for filing with the Florida Secretary of State.

I have enclosed a check made payable to the Florida Secretary of State in the amount of \$122.50 for the cost of filing said Articles. Please forward a certified copy of the Articles to the undersigned.

Thank you for your assistance and please do not hesitate to call me if you have any questions.

Very truly yours,

J. Kevin Drake
J. KEVIN DRAKE

JKD/tlp
Encls.

Dmc
3/20/98

EFFECTIVE DATE
3-18-98

FILED
98 MAR 19 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

98 MAR 19 AM 9:08

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

KELLY'S SALOON, INC.

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

EFFECTIVE DATE
3-18-98

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

The name and principal office of this Corporation are:

KELLY'S SALOON, INC.
3218 Clark Road
Sarasota, Florida 34231

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue ONE THOUSAND (1000) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1343 Main Street, Suite 204, Sarasota, Florida 34236, and the name of the initial registered agent of this Corporation at that address is J. Kevin Drake.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall be:

Peggy A. Teague
James A. Teague
Address:
3218 Clark Road
Sarasota, Florida 34231

**ARTICLE VI - RESTRICTIONS ON MEMBERSHIP TO
BOARD OF DIRECTORS**

This Corporation shall have Two (2) directors initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles are:

James A. Teague
3218 Clark Road
Sarasota, Florida 34231

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders, and except to the extent limited by the shareholders, in the Board of Directors.

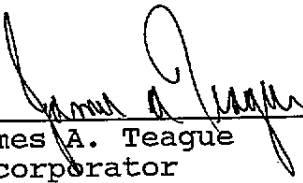
ARTICLE IX - DURATION

The existence of this Corporation shall commence on the date of subscription and acknowledgment of these Articles, and shall be perpetual.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

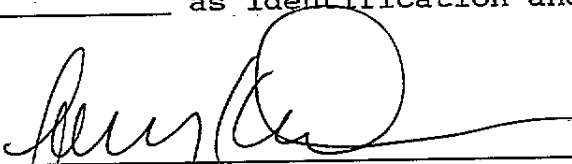
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 18th day of March, 1998.



James A. Teague
Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the 18th day of March, 1998, by James A. Teague who is personally known to me or who produced _____ as identification and who did not take an oath.



Notary Public
Print Name: _____
My Commission expires: _____
[SEAL]



J KEVIN DRAKE
My Commission CC511565
Expires Mar. 02, 2000

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

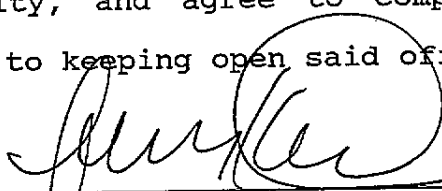
FILED
MAR 19 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

First--That KELLY'S SALOON, INC., desiring to organize under
laws of the State of Florida, with its principal office, as indicated
in the Articles of Incorporation at City of Sarasota, County of
Sarasota, State of Florida, has named J. Kevin Drake, located at
1343 Main Street, Suite 204, Sarasota, Florida 34236, County of
Sarasota, State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-
stated corporation, at place designated in this Certificate, I hereby
accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.


J. Kevin Drake
Resident Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the 18th
day of March, 1998, by J. KEVIN DRAKE, who is personally known to me
or who has produced _____ as identification and
who did not take an oath.



Kathryn M Wujek
My Commission CC600886
Expires November 11, 2000

Kathryn M Wujek
NOTARY PUBLIC
Print Name: KATHRYN M. WUJEK
My Commission expires: 11/11/00
[SEAL]