THE UNITED STATES **CORPORATION**

ACCOUNT NO. : 07210000032

REFERENCE: 753796 5674A

AUTHORIZATION : -

ORDER DATE: March 24, 1998

ORDER TIME: 9:11 AM

ORDER NO. : 753796-005

CUSTOMER NO: 5674A

CUSTOMER: Carla Wellborn, Legal Asst

KIMPTON BURKE & WHITE

Suite 100

28059 U.s. Highway 19, North

Clearwater, FL 34621

DOMESTIC FILING

NAME: FROGGY'S NITECLUB-REST, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____CERTIFIED COPY

PLAIN STAMPED COPY

____ CERTIFICATE OF GOOD STANDING

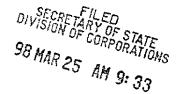
CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

CIVILIDA OF CORPORATION

200002468472--0





ARTICLES OF INCORPORATION

OF

FROGGY'S NITECLUB-REST, 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:

FROGGY'S NITECLUB-REST, INC.

The address of the principal office of this corporation shall be 2516 Gulf-to-Bay Boulevard, Clearwater, Florida 33759, 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 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 28059 U.S. Highway 19, North, Suite 100, Clearwater, Florida 34621, and the name of the initial registered agent of the corporation at that address is Robert C. Burke, Jr.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISON

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE VII. INDEMNIFICATION

The corporation may indemnify any officer, director, employee, or agent or any former officer, director, employee, or agent to the extent permited by law.

ARTICLE VIII. 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 March 25, 1998.

CORPORATION SERVICE COMPANY

By: <u>Alborah M. Skipper</u> It's Incorporator, Deborah D. Skipper

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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:	Froggy's Niteclub-Rest, Inc.
2.		
		C. BURKE, JR. (Name)
28059 U. S. HIGHWAY 19 NORTH, SUITE 100 (P.O. Box <u>not</u> acceptable)		
		ER, FLORIDA 33761 y/State/Zip)
corpore regist of all	pration at the place designated in thi tered agent and agree to act in this cap	d to accept service of process for the above stated s certificate, I hereby accept the appointment as eacity. I further agree to comply with the provisions elete performance of my duties, and I am familiar with registered agent.
	Magneture)	