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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 758482 10250A
AUTHORIZATION :
COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 27 PM 1:24

ORDER DATE : March 27, 1998
ORDER TIME : 10:49 AM
ORDER NO. : 758482-005

CUSTOMER NO: 10250A

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CUSTOMER: Richard M. Vogel, Esq
VOGEL DAVIS & VOGEL

Suite B, midwest Title Building
3936 Tamiami Trail North
Naples, FL 33940

DOMESTIC FILING

NAME: DIAMONDHEAD RESTAURANT &
LOUNGE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS

3/27/98

ARTICLES OF INCORPORATION

OF

DIAMONDHEAD RESTAURANT & LOUNGE, INC.

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THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation (the "Corporation") is DIAMONDHEAD RESTAURANT & LOUNGE, INC., whose principal office and mailing address is 2000 Estero Boulevard, Fort Myers Beach, Florida 33931.

ARTICLE II

The purpose or purposes for which the Corporation is organized are:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, and the par value of each such share is One Dollar (\$1.00), amounting to the aggregate of One Thousand and No/100 Dollars (\$1,000.00).

ARTICLE IV

The street address of the initial registered office of the Corporation is 3936 Tamiami Trail North, Suite B, Naples, Florida 34103, and the name of its initial registered agent at such address is James D. Vogel.

ARTICLE V

The number of directors constituting the initial Board of Directors of the Corporation is four and the name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified are as follows:

Anthony Scialdone
3040 Estero Blvd.
Fort Myers Beach, FL 33931

David A. Lawrence
1303 Frontage Road, Suite 11
Hastings, MN 55033

Alfredo Russo
3040 Estero Blvd.
Fort Myers Beach, FL 33931

Robert Swanson
1303 Frontage Road, Suite 11
Hastings, MN 55033

ARTICLE VI

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President Anthony Scialdone
3040 Estero Blvd.
Fort Myers Beach, FL 33931

Vice-President Alfredo Russo
3040 Estero Blvd.
Fort Myers Beach, FL 33931

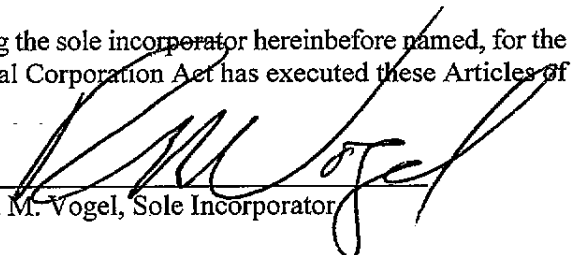
Secretary-Treasurer David A. Lawrence
1303 Frontage Road, Suite 11
Hastings, MN 55033

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ARTICLE VII

The name and address of the sole incorporator is Richard M. Vogel, 3936 Tamiami Trail North, Suite B, Naples, Florida 34103.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida General Corporation Act has executed these Articles of Incorporation this 26 day of March, 1998.



Richard M. Vogel, Sole Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing Articles of Incorporation were acknowledged before me this 26 day of March, 1998, by RICHARD M. VOGEL, as sole incorporator of DIAMONDHEAD RESTAURANT & LOUNGE, INC. He is personally known to me.



Ann Hasty
MY COMMISSION # CC557151 EXPIRES
June 25, 2000
BONDED THRU TROY FAIN INSURANCE, INC


Notary Public - Signature

ANN HASTY
Notary Public - Print Name
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

JAMES D. VOGEL, having been designated to act as registered agent, hereby states he is familiar with, and accepts, the obligations of that position.


JAMES D. VOGEL