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Jeffrey D. Knowlton  
Attorney At Law

500 N. HARBOR CITY BLVD., SUITE A  
MELBOURNE, FL 32935

20 April 1998

(407) 254-6553  
FAX - (407)-254-3988

Ms. Jo Mynard  
New Filings Section  
Expedited Processing  
Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, 32301

200002495452--9  
-04/21/98--01064--016  
\*\*\*127.50 \*\*\*127.50

Re: Articles of Incorporation  
Sully's Pub & Oyster Bar, Inc.,  
a Florida Corporation

Dear Ms. Mynard:

Enclosed herewith you will find the following:

1. Original and one copy of Articles of Incorporation for Sully's Pub & Oyster Bar, Inc.
2. Money Order in the sum of \$127.50 as and for filing fee and expedited processing fee.

Please file these Articles. Please return one copy of these filed Articles to my office after filing same. Please call my office collect with the assigned number to this Corporation tomorrow morning A.S.A.P.

Thank you in advance for your time and consideration of this matter. It is greatly appreciated.

Very truly yours,

JEFFREY D. KNOWLTON

FILED  
98 APR 21 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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Handwritten signature and date: 4/22/98

FILED  
98 APR 21 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
SULLY'S PUB & OYSTER BAR, INC.

The undersigend subscribers to these Articles of Incorporation, each being a natural person competent to contract, do hereby associate themselves together to form a Corporation under the Laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be:

SULLY'S PUB & OYSTER BAR, INC.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things permitted or provided by statute; and those hereinafter set out as fully and to the same extent as natural persons might or could do, to-wit:

- a. To improve, buy, sell, exchange, rent, mortgage, lease, invest in, build, erect, equip, maintain, deal in and with, dispose of, manage and operate real property, both improved and unimproved, and personal property of whatsoever nature or kind, as owner, agent factor, or broker; to build, construct and alter houses, buildings, and structures of whatsoever nature, or kind, and to take mortgages and bonds, and assignments of mortgages and bonds upon real property generally, to loan money upon real and personal property of whatsoever nature or kind; and to borrow money thereon by mortgage or otherwise; to buy, sell, and deal in bonds and loans secured by mortgages or other liens on real property or personal property of all kinds and description;
- b. To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade in, deal in, borrow and lend money upon goods, wares, merchandise and real and personal property of every kind and description.
- c. To act as agent, broker, or attorney in fact for any persons, firms or corporations in buying, selling and dealing in real or personal property of whatsoever nature or kind, and any and every

estate and interest therein, and choses in action secured thereby, judgments resulting therefrom, and other personal property collateral thereto, in making and obtaining loans upon such property, in supervising, managing and protecting said property and loans and all interest in and claims affecting the same, in effecting insurance against fire and all other risks thereon, and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to; to register mortgages and deeds of trust of real property or chattels real and all other securities collateral thereto; to investigate and report upon the credit and financial solvency and sufficiency of borrowers and sureties upon such securities; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the purposes of this corporation;

- d. To subscribe for, purchase, invest in, hold, own, assign, pledge, and otherwise dispose of shares in capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidence of indebtedness of any person, firm, associations or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stock, bonds and other securities, any and all rights, powers and privileges of individual ownership including the right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the company, and to sell such bonds and other obligations for property corporate purposes, and to do any and all acts of things tending to increase the value of the property at any time held by the company.
- e. To acquire, hold, undertake, and fully exploit the goodwill, property, rights, franchises, and assets of every kind, and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks, or bonds of the company or otherwise.
- f. To borrow money and contract debts when necessary in the purchase or acquisition of real, personal, and intangible property, business rights or franchises, or for additional working capital, or any other object in or about its business or

affairs, and without limit as to amount, to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

- g. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks and any license or other rights or interest therein and thereunder;
- h. To conduct business and operations and to have one or more offices, and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this State and in any other of the several States, territories, possessions and dependencies of the United States of America, the District of Columbia, and any and all foreign countries.
- i. To purchase or otherwise acquire, become interested in, deal in, and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account or realize upon as owner, agent, broker, or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences of indebtedness, leases, options, certificates of interest, participation certificates, voting trust certificates evidencing shares or of interest in common law trust, trusts and trust estates or associates, certificates of trust or beneficial interest in trusts, mortgages, contracts and other instruments, securities and rights to investigate and report with respect to and to undertake, carry on, aid, assist or participate in the organization, liquidation, or reorganization of financial, commercial, mercantile, manufacturing industrial, or other business concerns, firms, associations and corporations; to institute, participate in, or promote commercial, mercantile, financial and industrial enterprises and operations.
- j. To engage in and carry on any advertising business in connection with property of any nature, owned, leased, or otherwise acquired by this corporation, as principal or agent, with powers to let contracts

for any such advertising, and to make and carry out contracts of every nature or kind that may be conducive to the accomplishment of any purposes of the company.

- k. To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person; to adopt and use a common corporate seal and later the same; to appoint such officers and agents as its affairs shall require and to allow them suitable compensation; to make gifts for educational, scientific or charitable purpose;
- l. To do any and all things, and everything necessary and proper for the accomplishment of the objects enumerated in this Certificate of Incorporation or any amendment thereto, necessary and incidental to the protection and benefit of the Corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in this Certificate of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the Statutes of the State of Florida are hereby included.

### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have issued at any one time is 1,000 shares at a par value of \$1.00 each.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just and fair valuation to be fixed by the Board of Directors of this Corporation.

### ARTICLE IV

The amount of capital with which this corporation shall commence business shall be not less than FIVE HUNDRED DOLLARS AND NO CENTS (\$500.00).

### ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

#### ARTICLE VI

The initial street address of the registered office and principal place of business of this corporation in the State of Florida is: 55 OCEAN BOULEVARD, SOUTH PATRICK SHORES, FLORIDA 32937.

The Board of Directors may, from time to time, move the registered office to any other address in Florida.

#### ARTICLE VII

This corporation shall have ONE (1) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than one (1).

#### ARTICLE VIII

The names and street addresses of the members of the first Board of Directors are:

CYNTHIA SULLIVAN	DIRECTOR
173 COUNTRY CLUB DRIVE	
MELBOURNE, FLORIDA 32940	

#### ARTICLE IX

The names and street addresses of each person signing the Articles of Incorporation are:

CYNTHIA SULLIVAN	SOLE INCORPORATOR
173 COUNTRY CLUB DRIVE	
MELBOURNE, FLORIDA 32940	

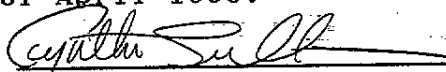
#### ARTICLE X

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed 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 stock entitled to vote thereon, unless all directors and all stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The Directors of this corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them or any indebtedness of such members to the corporation.

IN WITNESS WHEREOF, We the undersigned, being the original subscribers to the capital stock, do hereby make and file these Articles of Incorporation for the purposes expressed hereinabove, hereby declaring and certifying that the facts herein stated are true and have hereunto set my hand and seal, this 20th day of April 1998.

  
CYNTHIA SULLIVAN,  
Director, Incorporator,

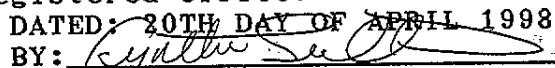
STATE OF FLORIDA  
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, duly authorized to take acknowledgements in the State and County last aforesaid, did personally appear CYNTHIA SULLIVAN, as the sole director and incorporator as set forth in the foregoing instrument, who are personally known to me or who has produced 5415-101-58-757 (FLORIDA DRIVER'S LICENSE) respectively as identification and who each did take an oath, this 20th day of April 1998.

NOTARY SEAL: SIGNATURE OF NOTARY:  
PRINT NAME OF NOTARY:  
MY COMMISSION EXPIRES:

ACKNOWLEDGEMENT BY RESIDENT AGENT

The undersigned, CYNTHIA SULLIVAN, as resident agent, having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, does hereby agree and accept responsibility to act in this capacity and does hereby agree to comply with the provisions of the Chapter 607 of the Florida Statutes relative to keeping open the registered office.

DATED: 20TH DAY OF APRIL 1998  
BY: 

CYNTHIA SULLIVAN  
55 OCEAN BOULEVARD  
SOUTH PATRICK SHORES,  
32937  
RESIDENT AGENT

FILED  
1998 APR 21 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA