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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

June 2, 1998

UCC FILING & SEARCH SERVICES, INC. 526 E PARK AVE TALLAHASSEE, FL 32301

SUBJECT: DRY DOCK, INC. Ref. Number: W98000012511

NEW NAME EncloSED

We have received your document for DRY DOCK, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Thanks

Pamela Hall Document Specialist

Letter Number: 198A00030838

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

June 3, 1998

UCC FILING & SEARCH SERVICES, INC. 526 E PARK AVE TALLAHASSEE, FL 32301

SUBJECT: DRY DOCK OF NAPLES, INC.

Ref. Number: W98000012701

How About Dry Dock RAW BAR & Grill, FAC.

We have received your document for DRY DOCK OF NAPLES, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Thanks NAVID

Pameia Hall Document Specialist

Letter Number: 698A00031295

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ARTICLES OF INCORPORATION

OF

98 JUN -4 PM 1:11

DRY DOCK Raw Bar & Grill, Inc FALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

EFFECTIVE DATE

5-29-98

CORPORATE NAME

The name of this corporation is DRY DOCK Raw Bar & Grill, Inc.

ARTICLE II

<u>DURATION</u>

The corporation shall have perpetual existence beginning with the date of the execution of the Articles.

ARTICLE III

PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 1500 shares of \$1.00 par value common stock, which shall be designated "common shares". The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and all regulations issued thereunder. Such actions as are necessary will be taken by the officers of this corporation to accomplish this

compliance. This corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue Code.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which they hold, shall the right to purchase their pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

ADDRESSES

The address of the principal place of business of the corporation is: 21 High Point Circle, #508, Naples, Florida 34103. The street address of the corporation's initial registered office of the corporation is: 2335 Tamiami Trail North, #308, Naples, FL. 34103, and the name of the initial registered agent of the corporation at that address is: DOUGLAS L. RANKIN, ESQ. The shareholder(s) may from time to time select and so communicate, by appropriate notice to the Department of State, another registered office or registered agent or both.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) Directors initially. The

number of directors may be increased or diminished from time to time by the bylaws but shall never be less than 1. The names and addresses of the initial directors of this corporation are:

NAMES

<u>ADDRESSES</u>

YU-HSIU WANG

21 High Point Cir. East, #508 Naples, FL. 34103

SUH HWA WANG

21 High Point Cir. East, #508 Naples, FL. 34103

ARTICLE VIII

INCORPORATOR

The names and addresses of the persons signing these Articles are:

NAME

ADDRESS

YU-HSIU WANG

21 High Point Cir. East, #508 Naples, FL. 34103

SUH HWA WANG

21 High Point Cir. East, #508 Naples, FL. 34103

ARTICLE IX

<u>BYLAWS</u>

The power to adopt, alter, amend or repeal bylaws shall be vested in the Shareholder(s).

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s),

except the Preemptive Rights created in Article V are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27% day of

, 1998.

YU-HSIU WANG, Subscriber

SUM HWA WANG, SUBSCRIBER

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR

DOMICILE FOR THE SERVICE OF PROCESS WITHIN THOS JUN -4 PM 1: 1

STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the fallowisses, SLORIDA submitted in compliance with said Act:

That Dry Dock Raw Bar & Grill, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Naples, County of Collier, State of Florida, has named DOUGLAS L. RANKIN, located at 2335 Tamiami Trail North, Suite 308, in the City of Naples, County of Collier, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

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

DOUGLAS I. RANKIN

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