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**TROUP FINANCIAL SERVICES  
INSURANCE & TAX CONSULTANTS**

*Since 1976*

4343 RIDGEWOOD AVENUE - SUITE A  
PORT ORANGE, FLORIDA 32127  
(904) 756-1208 - Fax (904) 761-6447

P98000066651

July 24, 1998

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314  
ATTN: New Filings Section

700002598837--2  
-07/27/98--01015--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation - Brightside Enterprises, Inc.

Dear Sirs;

Enclosed, please find Articles of Incorporation for the above named. Also, please find payment of \$ 70.00 for the filing of same.

Please forward any questions, as well as the Articles to this office for further processing.

Thank you very much for your prompt consideration in this matter.

Sincerely,

TROUP FINANCIAL SERVICES

  
Robert G. Troup

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 27 AM 7:46

**ARTICLES OF INCORPORATION**

**OF**

**BRIGHTSIDE ENTERPRISES, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 JUL 27 AM 7:46

**ARTICLE I**  
**NAME**

The name of this Corporation is: **BRIGHTSIDE ENTERPRISES, INC.**

**ARTICLE II**  
**DURATION**

This Corporation shall exist perpetually.

**ARTICLE III**  
**PURPOSE**

This Corporation is organized for the purpose of operating as a Restaurant / Bar / Tavern, and for the transaction of any and all lawful business.

**ARTICLE IV**  
**CAPITAL STOCK**

This Corporation is authorized to issue 500 shares of Capital Stock with a par value of \$ 1.00 per share. These shares shall be designated as "Common Shares". There will be only this one (1) type of stock.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address for the Initial Registered Office of this Corporation is:

**4343-A Ridgewood Avenue  
Port Orange, Florida 32127**

The name of the original Registered Agent at that address is:

**Robert G. Troup**

This mailing address of the Corporation shall be:

**212 Ronnoc Lane  
New Smyrna Beach, Florida 32168**

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time. The names and addresses of the Initial Directors of this Corporation are:

**Susan E. Lynch**  
**212 Ronnoc Lane**  
**New Smyrna Beach, FL 32168**

**Robert S. Grobe**  
**212 Ronnoc Lane**  
**New Smyrna Beach, FL 32168**

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the person signing these **Articles Of Incorporation** is:

**Susan E. Lynch**  
**212 Ronnoc Lane**  
**New Smyrna Beach, FL 32168**

**ARTICLE VIII**  
**BY-LAWS**

The power to amend, alter, adopt or repeal By-Laws, shall be vested in the Board of Directors and Shareholders.

**ARTICLE IX**  
**SHAREHOLDER QUORUM AND VOTING**

A majority of the Shareholders entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Shareholders. If a quorum is present, the affirmative vote of 51% of the Shareholders represented at the meeting entitled to vote on the subject matter, shall be the act of the Shareholders.

**ARTICLE X**  
**POWERS**

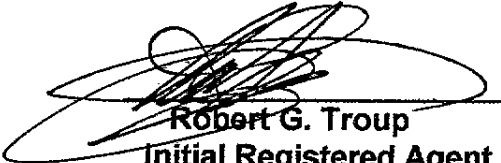
This Corporation shall have all of the Corporate powers enumerated by the Florida General Corporation Act, and as otherwise provided by law.

**ARTICLE XI**  
**AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferring upon the Shareholders is subject to this provision.

**REGISTERED AGENT ACCEPTANCE**

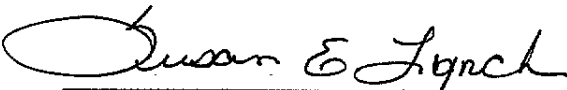
I hereby accept appointment as the Initial Registered Agent of : **Brightside Enterprises, Inc.**

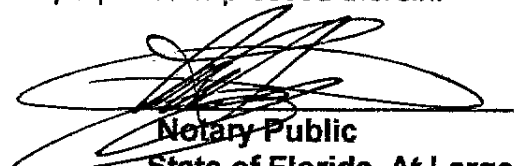
  
**Robert G. Troup**  
**Initial Registered Agent**  
**Brightside Enterprises, Inc.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 27 AM 7:46

**STATE OF FLORIDA**  
**COUNTY OF VOLUSIA**

Before me, the undersigned authority personally appeared, who being known to me to be **Susan E. Lynch**, acknowledged that she had executed the foregoing Articles of Incorporation of **Brightside Enterprises, Inc.**, for the purposes expressed therein.

  
**Susan E. Lynch**

  
**Notary Public**  
**State of Florida, At Large**

