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P98000097829

November 6, 1998

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

600002689336--6  
-11/17/98--01041--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Greetings:

Please file Articles of Incorporation for BAYSHORE  
RESTAURANT GROUP, INC.

An original and a copy of the Articles are enclosed along  
with an Acceptance of Appointment as Registered Agent and a check  
in the amount of \$70.00. The check represents payment of the  
following fees:

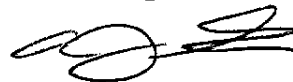
Filing Fee	\$ 35.00
Registered Agent Appointment	35.00
Total	<u>\$ 70.00</u>

Please send the date-stamped copy of the Articles to me at  
the address set forth above.

Feel free to telephone me should you have any questions.

Thank you.

Sincerely,



Andrew L. Graham

ALG/cmp

Dmc  
11-20-98

FILED  
98 NOV 17 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BAYSHORE RESTAURANT GROUP, INC.**

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I NAME**

The name of this corporation is BAYSHORE RESTAURANT GROUP, INC.

**ARTICLE II ADDRESS**

The corporation's address is 2807 Old Bayshore Way, Tampa, Florida 33611.

**ARTICLE III COMMENCEMENT OF CORPORATE EXISTENCE**

The corporation's existence will commence November 6, 1998; provided however, that such date is within five business days prior to the date these Articles of Incorporation are filed by the Department of State of the State of Florida. If such date is not within five business days of the date of filing, then the corporation's existence will commence on the date these Articles of Incorporation are filed by the Department of State of the State of Florida.

**ARTICLE IV BUSINESS AND POWERS**

The corporation may engage in any activity or business not prohibited by the laws of the United States or the State of Florida and will have the power and authority to do everything necessary, proper, advisable or convenient to accomplish its purposes and to do all other things incidental thereto or connected therewith which are not prohibited by law or these Articles of Incorporation.

**ARTICLE V AUTHORIZED SHARES**

The corporation is authorized to issue 10,000 shares of \$0.01 par value common stock, each of which will confer the same rights and privileges as conferred by all the other common shares of the corporation. Shareholders of the corporation will not have preemptive rights.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the corporation is 2807 Old Bayshore Way, Tampa, Florida 33611 and the initial registered agent at that same address is Kenneth C. Quintana.

**ARTICLE VII INITIAL DIRECTOR**

The following individual will be the initial director of the corporation:

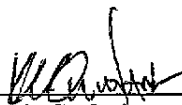
Kenneth C. Quintana

The initial director will hold office for the first year of the corporation's existence and until his successor is duly elected and qualified, subject to his earlier resignation, or his removal from office by the shareholders of the corporation any time with or without cause.

**ARTICLE VIII INCORPORATOR**

The name and address of the incorporator is Kenneth C. Quintana, 2807 Old Bayshore Way, Tampa, Florida 33611.

The undersigned incorporator has executed these Articles of Incorporation this 16<sup>th</sup> day of November, 1998.

  
\_\_\_\_\_  
Kenneth C. Quintana, Incorporator

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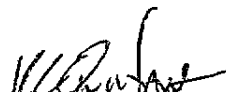
**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I hereby accept appointment as registered agent of the corporation set forth below. I am familiar with and accept the obligations of this position.

1. The name of the corporation is BAYSHORE RESTAURANT GROUP, INC. \_\_\_\_\_
2. The name and address of the registered agent is:

Kenneth C. Quintana  
2807 Old Bayshore Way  
Tampa, Florida 33611

  
\_\_\_\_\_  
Kenneth C. Quintana

Date: 11/16/98