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November 17, 1998

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*****78.75 *****78.75

VIA EXPRESS MAIL

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

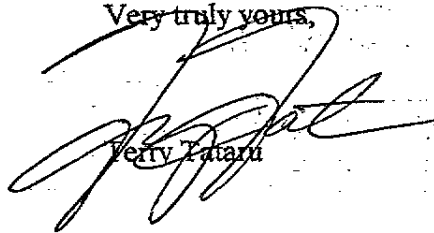
Re: Parrothead Pizza & Grill, Inc.

To Whom It May Concern:

Enclosed are an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation. I am also enclosing my Check in the amount of \$78.75 for the filing fee and a certified copy. Please return the certified copy in the self-addressed, stamped envelope I have enclosed for that purpose.

If you have any questions concerning the above, please feel free to contact me.

Very truly yours,


Terry Tataru

TT:tjt
Enclosures
C: The Incorporators

FILED
98 NOV 18 AM 8:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
PARROTHEAD PIZZA & GRILL, INC.

98 NOV 18 AM 8:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. CORPORATE NAME

The name of the corporation shall be Parrothead Pizza & Grill, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business of this corporation shall be 12796 State Road 24, Cedar Key, Florida 32625, and the mailing address of this corporation shall be P.O. Box 826, Cedar Key, Florida 32625.

ARTICLE III. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is six hundred (600), all of which shall be common shares. All common shares shall be identical with each other in every respect and the shareholders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is Kulea Rose Valle, 7030 Depot Street, Cedar Key, Florida 32625, and her mailing address is P.O. Box 826, Cedar Key, Florida 32625.

ARTICLE V. INCORPORATORS

The names and address of the incorporators of these articles of incorporation are:

Betty Goulet, S.W. 77th Place, Cedar Key, Florida 32625, and her mailing address is P.O. Box 59, Cedar Key, Florida 32625;

William Valle, 7030 Depot Street, Cedar Key, Florida 32625, and his mailing address is P.O. Box 826, Cedar Key, Florida 32625; and,

Kulea Rose Valle, 7030 Depot Street, Cedar Key, Florida 32625, and her mailing address is P.O. Box 826, Cedar Key, Florida 32625.

The undersigned have executed these articles of incorporation on November 17, 1998.

Betty Goulet

BETTY GOULET, Incorporator

William Valle

WILLIAM VALLE, Incorporator

Kulea Rose Valle

KULEA ROSE VALLE, Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the Provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent in the State of Florida.

1. The name of the corporation is Parrothead Pizza & Grill, Inc.
2. The name and address of the registered agent and office is Kulea Rose Valle, 7030 Depot Street, Cedar Key, Florida 32625, and the mailing address is P.O. Box 826, Cedar Key, Florida 32625.

DATED: November 17, 1998.

Betty Goulet
BETTY GOULET, Incorporator

William Valle
WILLIAM VALLE, Incorporator

Kulea Rose Valle
KULEA ROSE VALLE, Incorporator

ACCEPTANCE OF APPOINTMENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: November 17, 1998.

Kulea Rose Valle
KULEA ROSE VALLE, Registered Agent

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STATE OF FLORIDA
TALLAHASSEE