

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P980000107380

National Consolidated
Resources Corp.

700002724647-2
-12/29/98-01017-014
*****78.75 *****78.75

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

FILED
98 DEC 29 PM 6:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DEC 29 1998
DEC 29 AM 9:31
SECRETARY OF CORPORATION
FILED

Signature _____

Requested by: LS 12/29/98 8:40
Name Date Time

Walk-In _____ Will Pick Up _____

ARTICLES OF INCORPORATION
OF
NATIONAL CONSOLIDATED RESOURCES CORP.

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98 DEC 29 PM 6:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I – NAME

The name of this corporation is National Consolidated Resources Corp. and the mailing address of the corporation is 5825 Hollywood Boulevard, Sarasota, Florida 34231.

ARTICLE II – CORPORATE EXISTENCE

This corporation shall commence its existence upon the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III – PURPOSES

This corporation is organized for the sole purpose of engaging in the business of operating a restaurant and bar and to transact any and all other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock in a single class and series.

ARTICLE V – PREEMPTIVE RIGHTS

Every shareholder, upon the sale for case of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without issuance of infractional shares) at the price at which it is offered to others.

ARTICLE VI – RESTRICTIONS ON ISSUANCE & TRANSFER OF STOCK

Any and all shares of stock of this corporation, whether held by its initial shareholder(s) or any subsequent shareholder(s), may not be sold or otherwise transferred during the life of its shareholder(s) to any other person except the spouse(s) of its shareholder(s) unless first offered

to this corporation for purchase on the same terms and conditions as offered to the other prospective purchaser(s). Any and all such offers shall be fully set forth in writing and this corporation shall have thirty (30) days from receipt thereof to accept any and all such offers. If this corporation does not accept any such offer within thirty (30) days, the offering for sale with the other prospective purchaser(s) upon the terms no more favorable than those offered to this corporation.

ARTICLE VII – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5825 Hollywood Boulevard, Sarasota, Florida 34231; the name and the initial registered agent of this corporation at that address is Jack Mulder.

ARTICLE VIII – INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial directors of the corporation is:

Jack A. Mulder
5825 Hollywood Blvd.
Sarasota, FL 34231

ARTICLE IX – CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote in the election shall have the right to cumulate his or her votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his or her shares, or by distributing the votes on the same principle among any number of candidates.

ARTICLE X – INCORPORATORS

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

Jack A. Mulder
5825 Hollywood Blvd.
Sarasota, FL 34231

ARTICLE XI – POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

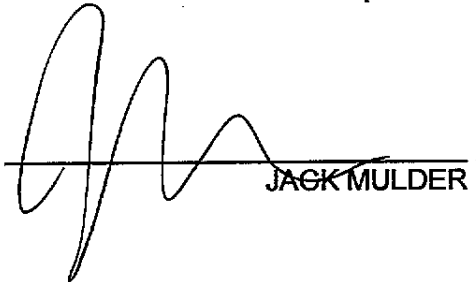
ARTICLE XII – INDEMNIFICATION

This corporation shall indemnify its officers and directors and its former officers and directors to the full extent permitted by law.

ARTICLE XIII – AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on this 24th day of December 1998.


JACK MULDER

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, this day personally appeared Jack A. Mulder, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have affixed my signature and official seal in the state and county above cited this 24th day of December 1998. *Produced Florida Drivers License*



Debbie J. Lawson
MY COMMISSION # CC583105 EXPIRES
September 8, 2000
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public
My commission expires:

FILED
98 DEC 29 PM 6:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA