

LAW OFFICES

Joseph N. Perlman

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1101 Belcher Rd., Suite B
Largo, FL 33771

Joseph N. Perlman

Practice Limited to:
Personal Injury Law
Real Estate
Business/Commercial Law
Civil Litigation

*Also Admitted in Ohio

Certified Circuit Court Mediator

99 JAN 11 PM 125
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Telephone (927) 536-2711
Fax: (927) 536-2714

299000002815

December 8, 1998

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-12/11/98--01040--007
****122.50 *****78.75

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32304

Re: Gladstone, Inc.

Gentlemen:

Enclosed please find an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	<u>52.50</u>
Total Due	\$ 122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,

Joseph N. Perlman, Esquire

JNP/dw

Enclosure

melton\articles

W-27903



DEC 17 1998

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 14, 1998

JOSEPH N PERLMAN ESQUIRE
1101 BELCHER ROAD STE B
LARGO, FL 33771

SUBJECT: GLADSTONE, INC.
Ref. Number: W98000027903

FILED
99 JAN 11 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for GLADSTONE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(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.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 498A00058807

ARTICLES OF INCORPORATION
OF
GOLDBLATT, INC.

FILED
99 JAN 11 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of incorporation for such corporation:

ARTICLE I - NAME. The name of this corporation is
GOLDBLATT, INC.

ARTICLE II - DURATION. This Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE III - BUSINESS. This Corporation is organized to operate a restaurant and to do every other act or thing incidental or pertinent to or growing out of or connected with the aforesaid purpose and in addition, to engage in any other business or businesses permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK. The maximum number of shares of stock authorized to be issued by this Corporation is 7500 shares of capital stock at \$1.00 par value, all of which shall have the same rights and privileges. Each share of capital stock shall entitle the holder thereof to one (1) vote at any stockholder meeting and otherwise to participate in all such meetings and the assets of the Corporation. The stock shall be issued for such consideration as may be determined by the Board of Directors, which shall have a value at least equal to the full par value of said shares. The stock may be paid for in lawful money of the United States of America, or in property, labor or services.

ARTICLE V - PRE-EMPTIVE RIGHTS. The stockholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares, but in either case only as such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT. The street address of the principal office of this corporation is:

2541-F McMullen Booth Road
Clearwater, Florida 33759

The name and address of the Registered Agent of this Corporation is:

MICHAEL GLADSTONE
2541-F McMullen Booth Road
Clearwater, Florida 33759

The corporation shall have the privilege of establishing such other branch offices in any other location or any other city or town, in this state or any other State or County, as may be approved by its Board of Directors.

ARTICLE VII - INITIAL BOARD OF DIRECTORS. This corporation shall have one (1) Director initially. The number of Directors 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 this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL GLADSTONE	2415-12 McMullen Booth Road Clearwater, Florida 33759

ARTICLE VIII - INDEMNIFICATION. The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE IX - 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 shareholders is subject to this reservation.

ARTICLE X - INCORPORATOR. The name and address of the person signing these Articles of Incorporation is:

MICHAEL GLADSTONE
2415-12 McMullen Booth Road
Clearwater, Florida 33759

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of this 9th day of December, 1998.


MICHAEL GLADSTONE

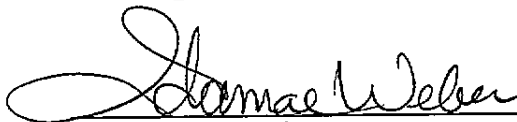
STATE OF FLORIDA)
) §
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, MICHAEL GLADSTONE, personally appeared known to me to be the person who executed the foregoing Articles of GOLDBLATT, INC., and he acknowledged

Before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal in Pinellas County, Florida, this 9th day of
December, 1998.

My Commission Expires:



Notary Public

Printed Notary Signature

Notary Public State of Florida
IDAMAE WEBER
Commission # CC734489
Expires 5/20/2002

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for **GOLDBLATT, INC.**


MICHAEL GLADSTONE

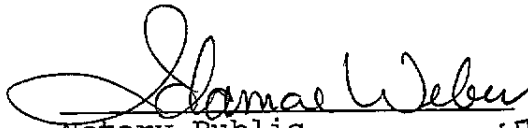
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99 JAN 11 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) §
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above personally appeared, **MICHAEL GLADSTONE**, known to me to be the person who executed the foregoing Acceptance of Designation as Registered Agent, and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Pinellas County, Florida, this 9th day of December, 1998.

My Commission Expires:


Notary Public
Notary Public State of Florida
Printed Notary **PAMALA WEBER**
Commission # 00034489
Expires 5/20/2002