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LAW OFFICES

MICHAEL J. BURLEY, P.A.

A PROFESSIONAL ASSOCIATION
WACHOVIA BANK BUILDING, SUITE 202
250 TEQUESTA DRIVE
TEQUESTA, FLORIDA 33469

TELEPHONE
(561) 744-3100

January 8, 1999

FILED
99 JAN 14 PM 4:06
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The Secretary of State
Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

400002742364-5
-01/14/99--01106--002
*****70.00 *****70.00

RE: Articles of Incorporation

Dear Sir/Madam:

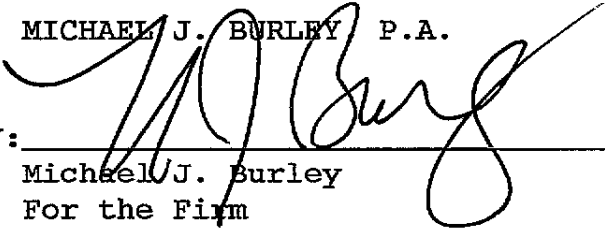
Enclosed herein for filing are the Articles of Incorporation for
SOUTHSIDE ALE HOUSE AND RAW BAR, INC.

Also enclosed is a check in the amount of Seventy Dollars (\$70.00
\$70.00 fee to file the Articles of Incorporation. Please send confirm
self-addressed envelope.

If you have any questions, please do not hesitate to call.

Very truly yours,

MICHAEL J. BURLEY P.A.

BY: 
Michael J. Burley
For the Firm

MJB/ed
Enclosure

ajc
1/11/99

ARTICLES OF INCORPORATION
OF
SOUTHSIDE ALE HOUSE AND RAW BAR, INC.

The undersigned, acting as incorporator of a corporation under the Florida Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is **SOUTHSIDE ALE HOUSE AND RAW BAR, INC.**

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose of the corporation is to engage in restaurant and lounge business and for any other activities or business permitted under the laws of the United States and Florida.

ARTICLE IV
(AUTHORIZED SHARES)

The aggregate number of shares that the corporation shall have the authority to issue is; One Thousand (1000) shares of capital common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is 612 N. Orange Avenue, Suite C-6, Jupiter, Florida 33458 and the name of the initial registered agent at such address is JOHN W. MILLER.

ARTICLE VI

The initial board of directors shall consist of one member who is the registered agent, JOHN W. MILLER, who resides at 718 Ocean Drive, Juno Beach, Florida 33408.

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ARTICLE VII

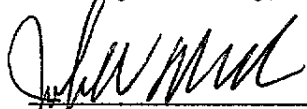
The name and address of the initial incorporator is as follows:

JOHN W. MILLER
612 N. Orange Avenue
Suite C-6
Jupiter, Florida 33458

ARTICLE VIII

There shall be no cumulative voting.

IN WITNESS WHEREOF, the undersigned Incorporator, JOHN W. MILLER, has executed these Articles of Incorporation on this 11th day of January, 1999.



JOHN W. MILLER
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

BE IT KNOWN that on the 11th day of January, 1999, before me, a Notary Public, duly commissioned in and for the above County and State, personally appeared JOHN W. MILLER and personally known to me to be the same person described in and who executed the Articles of Incorporation, to be his act and deed, and did take an oath.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal of Office the day and year last above written.



Notary Public, State of Florida
at Large

Elana Denman

Printed Name of Notary Public

My Commission Expires:

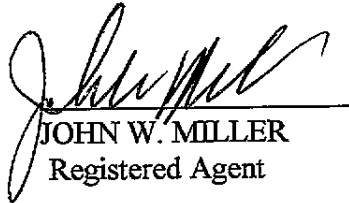


Elana Denman
Commission # CC 796923
Expires DEC. 14, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034 of the Florida Statutes, the following is submitted: SOUTHSIDE ALE HOUSE AND RAW BAR, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 612 N. Orange Avenue, Suite C-6, Jupiter, Florida 33458, has named JOHN W. MILLER, as its agent to accept service of process within Florida.

DATED this 11th day of January, 1999.


JOHN W. MILLER
Registered Agent

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TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 11th day of January, 1999.


JOHN W. MILLER
Registered Agent