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LAW OFFICE OF  
THOMAS W. GARRARD, P. A.

520 EAST OLYMPIA AVENUE  
PUNTA GORDA, FLORIDA 33950

SANDRA S. MILLICAN  
CERTIFIED LEGAL ASSISTANT

(941) 639-7020  
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February 4, 1999

**Secretary of State**  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

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-02/08/99-01105-023

\*\*\*\*122.50 \*\*\*\*\*78.75

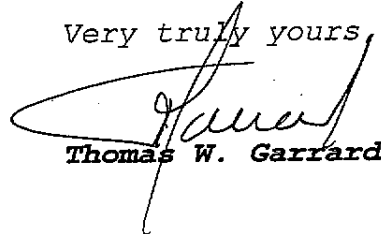
Re: Back Seat Tavern, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above-referenced corporation as well as a check for \$122.50 representing the required filing fee.

After processing, please return the certified copy of the articles to the address set forth above. If you have any questions or require additional documentation, please feel free to contact me.

Very truly yours,

  
Thomas W. Garrard

TWG:sm

Enclosures

pc: Mr. and Mrs. James Montanaro

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2/9/99  
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**Articles of Incorporation  
of  
Back Seat Tavern, Inc.**

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

**Article I  
Name**

The name of the corporation is **Back Seat Tavern, Inc.**

**Article II  
Purposes**

The general purposes for which the corporation is organized are:

- {1} To engage in the business of retail sale of beer, wine and food.
- {2} To engage in or transact any other lawful trade or business.

**Article III  
Commencement of Corporate Existence**

Pursuant to Section 607.0203 of the Florida General Corporation Act, the existence of this corporation shall commence on the date of filing of these Articles of Incorporation with the Department of State of the State of Florida.

**Article IV  
Corporate Stock**

The aggregate number of shares which the corporation is authorized to issue is 500 and such shares shall have a par value of \$1.00 per share.

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Article V  
**Stock Restrictions**

If, at any time, a majority or more of the shareholders of the corporation enter into an agreement between and among themselves and the corporation to restrict transfer of the stock of the corporation, the corporation shall thereafter refuse to recognize any transfer of stock of the corporation unless the same is in conformity with the terms and conditions of the agreement. The preceding sentence shall not apply unless a copy of such agreement is on file in the principal office of the corporation, and unless notice of the existence of such restrictions is noted conspicuously on the face or back of the certificates of stock. For purposes of this paragraph, the term "transfer" includes any sale, assignment or pledge of stock of the corporation.

Article VI  
**Registered Agent and Office**

The street address of the initial registered office, principal office of the corporation is **12193 S.W. Highway 17, Arcadia, Florida 34266**, the mailing address for the corporation is **7111 Riverside Drive, Punta Gorda, FL 33982** and the name of its initial registered agent as such address is **James Montanaro**.

Article VII  
**Management of Corporate Affairs**

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under, the direction of the stockholders.

The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued.

**Article VIII  
Incorporators**

The name and address of the initial incorporator is:

<u>Name:</u>	<u>Address:</u>
Shari Montanaro	7111 Riverside Drive Punta Gorda, FL 33982

**Article IX  
By-laws**

The power to make, alter, amend and rescind the by-laws of the corporation shall be reserved to the stockholders of the corporation.

**Article X  
Amendment of Articles of Incorporation**

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

**Article XI  
Indemnification**

The corporation shall indemnify any officer or former officer to the full extent permitted by law.

In Witness Whereof, the undersigned subscriber has executed these Articles of Incorporation this 2<sup>ND</sup> day of February, 1999.

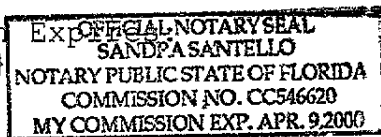
  
Shari Montanaro

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

I Hereby Certify that on this day, before me, a notary public,  
duly authorized in the state and county above to take  
acknowledgements, <sup>Fl. D.L.</sup> Shari Montanaro, who is personally known to me,  
who did not take an oath and who is known to be the person  
described in and who executed the foregoing Articles of  
Incorporation, and she acknowledged before me that she subscribed  
her name to said articles freely and voluntarily for the uses and  
purposes therein mentioned.

Witness my hand and official seal at Punta Gorda, Charlotte  
County, Florida, this 2<sup>nd</sup> day of <sup>Feb.</sup> January, 1999.

My Commission  
(Seal)



Notary Public  
Print

Sandra Santello Millican

Acceptance of Registered Agent

Having been named to accept service of process for the above-  
stated corporation at the place designated in this certificate, I  
hereby accept to act in this capacity and agree to comply with the  
provisions of the Florida General Corporations Act relative to  
keeping open said office.

James Montanaro  
James Montanaro

This instrument was prepared by:  
**Thomas W. Garrard, Esquire**  
Law Office of Thomas W. Garrard, P.A.  
520 East Olympia Avenue  
Punta Gorda, Florida 33950  
{941} 639-7020

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