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February 22, 1999

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

700002787077-26
-02/25/99-01047-013
*****78.75 *****78.75

Re: TROPICANA GRILL AND BAR, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for TROPICANA GRILL AND BAR, INC., along with a check in the amount of \$78.75 for the filing fee. Please file the Articles at your earliest convenience and return the confirmation of filing to this office.

Do not hesitate to contact me if you have questions. Thank you for your assistance.

Sincerely,



Douglas J. Burns

DJB:isb

Enclosures

corp\ltr\articles.sos

FILED
99 FEB 25 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK Mar 01 1999

**ARTICLES OF INCORPORATION
OF
TROPICANA GRILL AND BAR, INC.**

FILED
99 FEB 25 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, he being a natural person, competent to contract for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME OF BUSINESS: The name of the proposed corporation shall be **TROPICANA GRILL AND BAR, INC.**

ARTICLE II

NATURE OF BUSINESS: The general nature and purpose of business to be transacted, promoted and carried on by the corporation is to engage in any activity or business now or hereafter authorized and permitted under the laws of the United States and the State of Florida to be done or exercised by corporations organized for profit.

ARTICLE III

INITIAL CAPITAL: The amount of capital with which this corporation shall begin business is Five Hundred and 00/100 Dollars (\$500.00).

ARTICLE IV

CAPITAL STOCK: The total number of shares of stock which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, said stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V

TERM OF EXISTENCE: This corporation shall have a perpetual term of existence, commencing upon receipt of these Articles by the Secretary of State.

ARTICLE VI

ADDRESS OF BUSINESS: The initial address of the principal office of the proposed corporation in the State of Florida shall be:

11504 U.S. HWY 41 SO
GIBSONTON, FL 33534

ARTICLE VII

DIRECTORS: The number of Directors of this corporation shall be no more than five (5) and no less than one (1) Director. The names and addresses of the Directors who shall hold office for the first year of existence of the corporation or until a successor or successors are elected or appointed and who have qualified are:

BOB C. WRIGHT
P. O. BOX 353
RUSKIN, FL 33570

JERRY HARTLEROAD
P. O. BOX 77157
TAMPA, FL 33675

ARTICLE VIII

SUBSCRIBER: The name and address of the Subscriber of this corporation is:

JERRY HARTLEROAD
P. O. BOX 77157
TAMPA, FL 33675

ARTICLE IX

REGISTERED AGENT AND REGISTERED OFFICE: TROPICANA GRILL AND BAR, INC. names and designates BOB C. WRIGHT the Registered Agent and also establishes 11504 U.S. HWY 41 SO, GIBSONTON, FL 33534,

as its Registered Office within the State of Florida, pursuant to Section 607.164 Florida Statutes.

IN WITNESS WHEREOF, the undersigned subscriber to this instrument, Articles of Incorporation of TROPICANA GRILL AND BAR, INC. places his hand and seal this 13 day of February, 1999, at Riverview, Florida.

In the presence of:

[Signature]
WITNESS

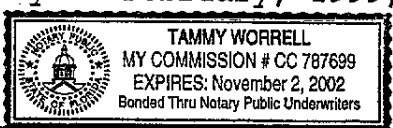
[Signature]
JERRY HARTLEROAD

[Signature]
WITNESS

STATE OF FLORIDA)
COUNTY OF Hillsborough) ss

BEFORE ME personally appeared JERRY HARTLEROAD, personally known to me or has produced Driver License as identification and who [did] [did not] take an oath, and known to be the person described in and who executed the foregoing instrument as Subscriber to the foregoing Articles of Incorporation who, after being first duly sworn, acknowledges that he executed same for the purposes set forth and that all information is true and correct to his best knowledge and belief.

WITNESS my hand and seal on this 13 day of February, 1999, at Riverview, Florida.

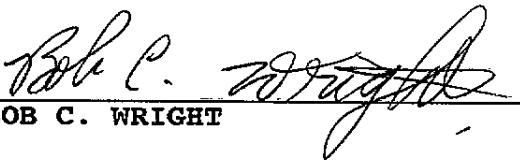


NOTARY PUBLIC - STATE OF FLORIDA

Printed Name: Tammy Worrell
My Commission expires:

ACCEPTANCE BY REGISTERED AGENT

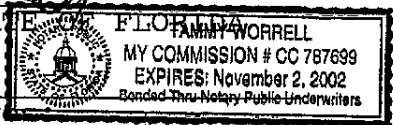
I, BOB C. WRIGHT, 11504 U.S. Hwy 41 So., Gibsonton, FL 33534, do hereby accept appointment as Registered Agent of TROPICANA GRILL AND BAR, INC., together with the duties and responsibilities attaching to such appointment.


BOB C. WRIGHT

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH) ss

BEFORE ME personally appeared BOB C. WRIGHT, to me well known or has produced Drivers License W623-063-56-341-0 as identification and who (did) [did not] take an oath, and known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

WITNESS my hand and seal this 13 day of February, 1999.

Tammy Worrell
NOTARY PUBLIC - STATE OF FLORIDA
Printed Name: _____
My Commission expires _____


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FILED
99 FEB 25 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA