

P99000020869



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 157168 128273A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 4, 1999

ORDER TIME : 2:21 PM

ORDER NO. : 157168-005

CUSTOMER NO: 128273A

CUSTOMER: Kim C. Booker, Esq
KIM C. BOOKER, P.A.
KIM C. BOOKER, P.A.
170 Bloxham Avenue

Orange City, FL 32763

DOMESTIC FILING

NAME: THE WAY OUT INN, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

800002794898--5
-03/04/99-01072-025
*****78.75 *****78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -4 PM 1:04

RECEIVED
99 MAR -4 PM 3:11
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

FOR

The Way Out Inn, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR -4 PM 1:04

In compliance with the provisions of Chapter 607, Florida Statutes, the undersigned, for the purpose of forming a corporation, does hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida, as the Articles of Incorporation of The Way Out Inn, Inc., a Florida corporation, the following, to wit:

Article I - Corporate Name

The name of the corporation is as follows:

The Way Out Inn, Inc.

Article II - Duration

This corporation shall exist perpetually unless dissolved in accordance with its Bylaws or pursuant to Florida law.

Article III - Purpose

The corporation is organized for the purpose of engaging in the business of selling alcoholic beverages, and any related activities or business permitted under the laws of the United States and State of Florida.

Article IV - Capital Stock

The corporation is authorized to issue one hundred shares (100) of common stock which shall be designated as "Common Shares."

Article V - Initial Registered Office and Agent

The principal office, if known or the mailing address of the corporation:

Leonard Menendez
233-A Water Oak Condominium's
Orange City, Florida 32763

The name and street address of the Initial Registered Agent of this corporation is:

Leonard Menendez
233-A Water Oak Condominium's
Orange City, Florida 32763

Article VI - Initial Board of Directors

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

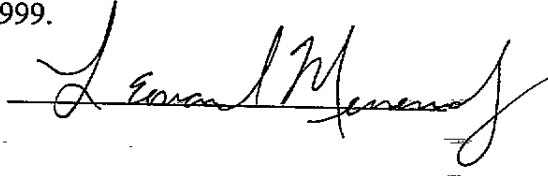
Leonard Menendez
233-A Water Oak Condominium's
Orange City, Florida 32763

Article VII - Incorporators

The name and address of the incorporator signing these Articles of Incorporation is as follows:

Leonard Menendez
233-A Water Oak Condominium's
Orange City, Florida 32763

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 3rd day of March, 1999.

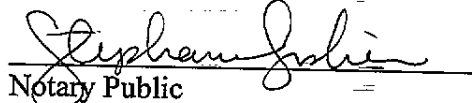


STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 3rd day of March, 1999 by Leonard Menendez, who is personally known to me or have produced a Florida driver's license number M553533611050 as identification and who did not take an oath.

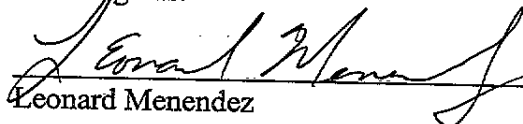


Stephanie M Fisher
My Commission CC747544
Expires June 2, 2002


Notary Public

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept the designation of Registered Agent and agree to comply with all laws governing Registered Agents.


Leonard Menendez

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -4 PM 1:04