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THE ARBOR - SUITE 420  
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PETER H. SCHMIDT  
I. JEFFREY PETERSON

TELEPHONE (561) 394-2700  
BROWARD (954) 428-0433

March 3, 1999

FEDERAL EXPRESS

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

Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Irish Pub Concepts & Developments U.S.A., Inc.,  
Articles of Incorporation

Gentlemen:

Enclosed are duplicate originals of the Articles of Incorporation for Irish Pub Concepts & Developments U.S.A., Inc. Please file the Articles of Incorporation and return ONE (1) certified copy to me in the enclosed, self-addressed envelope.

Also enclosed is a \$122.50 check, payable to the Florida Department of State, for payment of the filing fees, as follows:

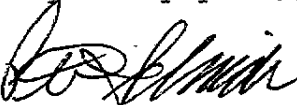
Articles of Incorporation	\$ 35.00
Designation of and Acceptance by Registered Agent	35.00
Certified Copy of Articles of Incorporation	<u>52.50</u>

TOTAL

\$122.50

Thank you for your assistance in this matter.

Very truly yours,

  
Peter H. Schmidt

PHS/cjn  
Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 MAR -4 AM 9:25

FILED

499-10737  
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ARTICLES OF INCORPORATION  
OF  
IRISH PUB CONCEPTS & DEVELOPMENTS U.S.A., INC.

**FILED**  
99 MAR -4 AM 9:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I  
NAME

The name of the corporation is Irish Pub Concepts & Developments U.S.A., Inc.

ARTICLE II  
PURPOSE

The corporation is organized for the purpose of conducting and carrying on and transacting any and all lawful activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III  
CAPITAL STOCK

The maximum number of shares that the corporation is authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of common stock which shall have a par value of ONE AND NO/100 DOLLARS (\$1.00) per share.

The common stock of the corporation shall have the following characteristics:

A. At all meetings of the shareholders the common

shareholders shall be entitled to cast ONE (1) vote for each share of common stock owned. That a common shareholder is interested in a matter to be voted upon shall not disqualify the shareholder from voting thereon; and

B. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

#### **ARTICLE IV** **TERM OF EXISTENCE**

This corporation shall have perpetual existence, commencing on March 3, 1999.

#### **ARTICLE V** **PRINCIPAL OFFICE**

The address of the initial principal office of the corporation in the State of Florida is 1095 Southeast 17th Street, Fort Lauderdale, Florida 33316. The Board of Directors, from time to time, may change the street address and post office address of the corporation as well as the location of its principal office.

**ARTICLE VI**  
**REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of the corporation is Peter H. Schmidt, and the address of the initial registered agent of the corporation is 400 South Dixie Highway, Suite 420, Boca Raton, Florida 33432.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

This corporation shall have ONE (1) Director initially. The number of Directors either may be 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 Director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Malachai J. O'Connor	23137 L'Ermitage Circle. Boca Raton, Florida 33433.

**ARTICLE VIII**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

**ARTICLE IX**  
**INDEMNIFICATION**

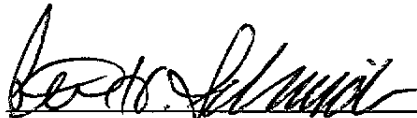
This corporation may indemnify and hold harmless its officers, employees, agents, or former officers, employees, agents, or other persons to the full extent of its rights and powers to do so, as provided by the present and future laws of the State of Florida.

**ARTICLE X**  
**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as an Incorporator is:

PETER H. SCHMIDT  
400 South Dixie Highway  
Suite 420  
Boca Raton, Florida 33432

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

  
\_\_\_\_\_  
PETER H. SCHMIDT, Incorporator

STATE OF FLORIDA                    )  
  ) SS.  
COUNTY OF PALM BEACH        )

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared PETER H. SCHMIDT, known to me to be the person who executed the foregoing

Articles of Incorporation, 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 the State and County aforesaid this 3rd day of March, 1999.

*Connie Jo Newell*

Name: Connie Jo Newell  
Notary Public,  
State of Florida at Large

My Commission Expires:



Connie Jo Newell  
MY COMMISSION # CC738807 EXPIRES  
July 22, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process for the above-named corporation, at the place set forth hereinabove, the undersigned hereby accepts such designation and agrees to act in such capacity and to comply with all provisions of Section 48.091, Florida Statutes, relative to keeping said office open.

*Peter H. Schmidt*

PETER H. SCHMIDT

FILED  
99 MAR -4 AM 9:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA