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KEITH H. WADSWORTH  
KERRY M. WILSON

April 5, 1999

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32399

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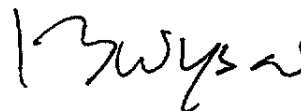
RE: ANTIQUARIAN RESTAURANT AND BAY STREET GALLERY, INC.

Gentlemen:

Enclosed for filing are the Articles of Incorporation for the above-referenced corporation, along with a check in the amount of \$78.75 for the filing fee. After filing, please forward a certified copy to me at the above Winter Haven address.

If you have any questions or comments, please do not hesitate to give me a call.

Best regards,



KERRY M. WILSON

:pk  
Enclosures

FILED  
99 APR -7 PM 2:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4/11/99

ARTICLES OF INCORPORATION

OF

ANTIQUARIAN RESTAURANT AND BAY STREET GALLERY, INC.

FILED

99 APR -7 PM 2:24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, hereby makes, subscribes, acknowledges and adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name of the corporation is ANTIQUARIAN RESTAURANT AND BAY STREET GALLERY, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or transacting any business permitted under the laws of the State of Florida and the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is 10,000. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered and initial principal office of this corporation is 211 East Bay Street, Lakeland, FL 33801, and the name of the initial registered agent at that address is GARY SCHMIDT.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by resolution adopted by the stockholders, but shall never be less than one. The name and address of the initial member of the Board of Directors of this corporation are:

GARY SCHMIDT	211 East Bay Street
	Lakeland, FL 33801

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

GARY SCHMIDT  
211 East Bay Street  
Lakeland, FL 33801

ARTICLE VIII - INDEMNIFICATION

A. Indemnity. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer of the

corporation, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. Expenses. To the extent that a director or officer of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section IX A. above, or in defense of any claim, issue or matter therein, he shall be indemnified against all expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. Advances. All expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in Article IX.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement or vote of directors, shareholders or otherwise, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person.

E. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, or is or was serving, at the request of the corporation, as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article VIII may not be amended without the approval in writing of all persons whose

interest would be adversely affected by such amendment.

ARTICLE IX - DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes:

1. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or

transaction.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 5th day of April, 1999.

  
GARY SCHMIDT

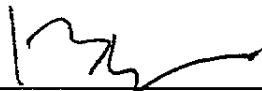
STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 5th day of April, 1999, by GARY SCHMIDT, who is personally known to me or produced a Florida drivers license as identification.

(SEAL)



Kerry M. Wilson  
MY COMMISSION # CC639391 EXPIRES  
August 9, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

  
NOTARY PUBLIC

Print Name of Notary

My Commission Expires:


CERTIFICATE DESIGNATING REGISTERED

AGENT AND OFFICE

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That **ANTIQUARIAN RESTAURANT AND BAY STREET GALLERY, INC.**, desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 211 East Bay Street, Lakeland, FL 33801, has named GARY SCHMIDT, located at 211 East Bay Street, Lakeland, FL 33801, as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, GARY SCHMIDT, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of his duties.


  
GARY SCHMIDT

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 5th day of April, 1999, by GARY SCHMIDT, who is personally known to me or produced a Florida drivers license as identification.



Kerry M. Wilson  
MY COMMISSION # CC639391 EXPIRES  
August 9, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

  
NOTARY PUBLIC

Print Name of Notary

My Commission Expires:

H:\HOME\PLK\CORP\ANTIQUARIAN

FILED  
99 APR -7 PM 2:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA