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May 1, 1999

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

Subject: Fat Charlie's Sports Cafe of Spring Hill Incorporated

Enclosed is an original and one copy of the articles of incorporation and a check for \$70.

Sincerely,


Mark A. Gongre
7386 Glasgow Road
Brooksville, FL 34613
(352) 754-5061

FILED
99 MAY -6 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7. SMITH MAY 11 1999

ARTICLES OF INCORPORATION FOR
FAT CHARLIE'S SPORTS CAFE OF SPRING HILL INCORPORATED

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE
NAME

The name of the corporation is Fat Charlie's Sports Cafe of Spring Hill Incorporated.

ARTICLE TWO

The street address of the initial principal office of the corporation in 2109 Mariner Blvd Spring Hill FL 34608

ARTICLE THREE
CORPORATE DURATION

The duration of the corporation is perpetual. The date and time of the commencement of the corporate existence is June 1, 1999.

ARTICLE FOUR
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of a sports bar with the buying and selling of food and beverages.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE
CAPITALIZATION

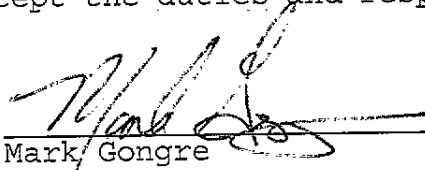
The aggregate number of share which the corporation is authorized to issue is 150 shares. Such shares shall be of a single class, and shall be without par value.

ARTICLE SIX
REGISTERED OFFICE AND AGENT

FILED
89 MAY -6 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of the initial registered office of the corporation is 2109 Mariner Blvd., Spring Hill, FL 34608, and the name of its registered agent at such address, is Mark Gongre.

I am familiar with and accept the duties and responsibilities as Registered Agent.


Mark Gongre

sworn to and subscribed this 2 day of May, 1999.



Scott Timothy Smith
MY COMMISSION # CC756886 EXPIRES
November 7, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

ARTICLE SEVEN
DIRECTORS

The number of directors constituting the corporation's initial board of directors is three. The name and address of each person who is to serve as a member of the initial board of directors is:

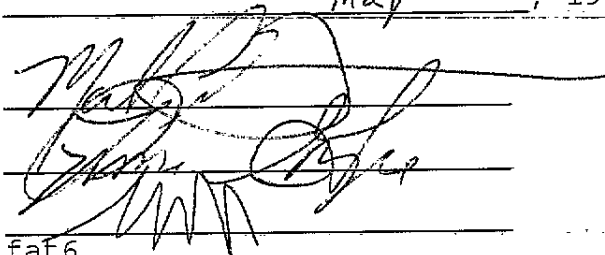
Name	Address
Scott Smith	509 Lamar Ave. Brooksville, FL 34601
Mark Gongre	7386 Glasgow Road Brooksville, FL 34613
Lynne Gongre	7386 Glasgow Road Brooksville, FL 34613

ARTICLE EIGHT
INCORPORATORS

The name and address of each incorporator is:

Name	Address
Scott Smith	509 Lamar Ave. Brooksville, FL 34601
Mark Gongre	7386 Glasgow Road Brooksville, FL 34613
Lynne Gongre	7386 Glasgow Road Brooksville, FL 34613

Executed by the undersigned at 2 on May, 1999.



fat6

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY -6 AM 9:10

FILED