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June 7, 1999

Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

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-06/09/99--01058--020  
\*\*\*\*122.50 \*\*\*\*78.75

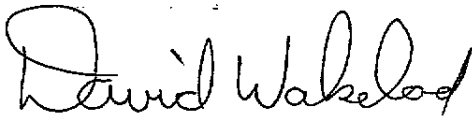
To whom it may concern:

Enclosed is a check \$122.50 to file the articles of Incorporation for Charley's Fish & Chips, Inc. and to have a certified copy of the Articles of Incorporation returned to me at:

David Wakeland  
3064 54th Terrace SW  
Naples, Fl. 34116

If you need any further information, please contact me at 941-353-5308.

Sincerely,



David Wakeland, President  
A By The Number Accounting & Tax Service, Inc.

FILED  
99 JUN -9 AM 10:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CS  
6-11-99  
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**ARTICLES OF INCORPORATION**  
**OF**  
**CHARLEY'S FISH & CHIPS, INC.**

**FILED**  
99 JUN -9 AM 10:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers, Charles McDermott, competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the proposed corporation is: Charley's Fish & Chips, Inc.

**ARTICLE II**

The corporation may engage in any activity or business permitted under the laws of the United States of America and the state of Florida.

**ARTICLE III**

The total number of shares of stock which the corporation shall have authority to issue is 5000 shares at a par value of \$1.00 per share.

**ARTICLE IV**

The amount of capital which the corporation shall begin business is \$5000.

**ARTICLE V**

The corporation shall have perpetual existence.

**ARTICLE VI**

The principal place of business of this corporation shall be located at 159 Crown Drive., Naples, Florida, 34110. The corporation may have such other places of business within and without the State of Florida, or in foreign countries as may be necessary or convenient, as may be determined by the stockholders of the corporation.

**ARTICLE VII**

The number of directors of this corporation shall be one.

#### ARTICLE VIII

The name and mailing address of the first board of directors of this corporation who shall hold office for the first year of existence of the corporation or until his successor(s) is elected and qualified is:

Charles McDermott  
159 Crown Drive  
Naples, Florida 34110

#### ARTICLE IX

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation shall be managed under the direction of the shareholders, and not a Board of Directors. The relative rights, powers and duties of the shareholders shall be set forth in a Shareholders Agreement.

#### ARTICLE X

The name and address of the President, Vice-President, Secretary and Treasurer who shall hold office for the first year of existence of the corporation or until his successor elected is:

President/	Charles McDermott
Vice-President/	159 Crown Drive
Treasurer/Secretary	Naples, Florida 34110

#### ARTICLE XI

The registered office for the corporation in the State of Florida is to be located at 159 Crown Drive, in the City of Naples, County of Collier, State of Florida. The registered agent in charge thereof is Charles McDermott, located at 159 Crown Drive, Naples, Florida 34110, County of Collier.

**ARTICLE XII**

The names and mailing addresses of each of the incorporators are as follows:

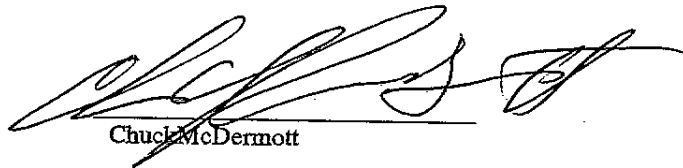
NAME

ADDRESS

Chuck McDermott

159 Crown Drive  
Naples, Florida 34110

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day of June, 1999.

  
Chuck McDermott

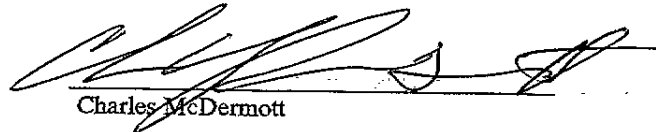
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

FIRST, Charley's Fish & Chips, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Naples, County of Collier, State of Florida, has named Charles McDermott, located at 159 Crown Drive, Naples, Florida 34110, County of Collier as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I, Charles McDermott, hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.

  
Charles McDermott

**FILED**  
99 JUN -9 AM 10:53  
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TALLAHASSEE, FLORIDA