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THE UNITED STATES
CORPORATION
COMPANY

FILED

99 JUL 22 AM 10: 50

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REFERENCE : 315696 5011958

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 22, 1999

ORDER TIME : 9:37 AM

ORDER NO. : 315696-005

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CUSTOMER NO: 5011958

CUSTOMER: Kim August, Legal Asst
GREENSPOON MARDER HIRSCHFELD
GREENSPOON MARDER HIRSCHFELD
135 West Central Blvd Ste 1100
South Trust Bank Building
Orlando, FL 32801

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99 JUL 22 AM 9:37

TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: BEACHSIDE RESTAURANT
VENTURES, INC.

EFFECTIVE DATE: 1999 JUL 22

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: Christine Lillich

EXAMINER'S INITIALS:

PA 7/22/99

**ARTICLES OF INCORPORATION
OF
BEACHSIDE RESTAURANT VENTURES, INC.**

FILED
99 JUL 22 AM 10:50
CLERK OF STAFF
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be **Beachside Restaurant Ventures, Inc.**

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address for the corporation is at 890 McGregor Road, Deland, Florida 32720.

ARTICLE III - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE IV - PURPOSES

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue and have outstanding One Thousand (1000) shares of common stock having a par value of Ten Cents (\$.10) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation in the state of Florida is Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A.; 135 West Central Boulevard, Suite 1100; Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is N. Dwayne Gray, Jr.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may either increase or decrease from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The name and addressee of the initial directors are:

<u>Name</u>	<u>Address</u>
William S. Smith	890 McGregor Road Deland, Florida 32720
Jill A. Smith	890 McGregor Road Deland, Florida 32720

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
N. Dwayne Gray, Jr.	135 West Central Boulevard Suite 1100 Orlando, Florida 32801

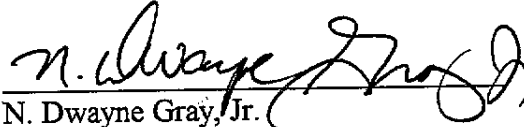
ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act, from time to time.

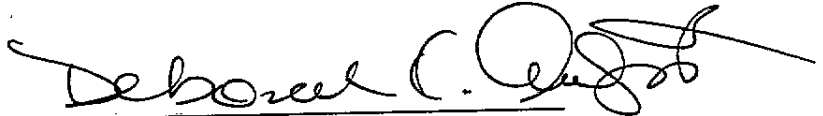
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22nd day of July, 1999.


N. Dwayne Gray, Jr.

("Incorporator")

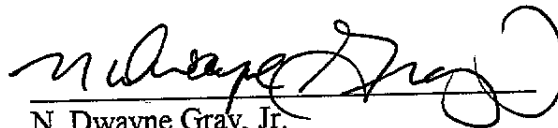
STATE OF FLORIDA)
) S.S.:
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, this 22nd day of July, 1999 by N. Dwayne Gray, Jr., who is personally known to me.


NOTARY PUBLIC
Print: DEBORAH K. AUGUST
My Commission expires Notary Public, State of Florida
My comm. exp. Dec. 27, 2002
Comm. No. CC788329

ACCEPTANCE BY REGISTERED AGENT

The undersigned, N. Dwayne Gray, Jr., as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to the Florida Business Corporation Act.


N. Dwayne Gray, Jr.

("Registered Agent")

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA